



BUILDING AMERICA®



Class I Railroad Annual Report R-1

to the Surface Transportation Board for the Year Ending Dec. 31, 2013

OEEAA-R1

Union Pacific Railroad ▪ 1400 Douglas, Omaha, NE 68179

NOTICE

1. This report is required for every class I railroad operating within the United States. Three copies of this Annual Report should be completed. Two of the copies must be filed with the Surface Transportation Board, Office of Economics, Environmental Analysis, and Administration, 395 E Street, S.W. Suite 1100, Washington DC 20423, by March 31 of the year following that for which the report is made. One copy should be retained by the carrier.
2. Every inquiry must be definitely answered. Where the word “none” truly and completely states the fact, it should be given as the answer. If any inquiry is inapplicable, the words “not applicable” should be used.
3. Wherever the space provided in the schedules is insufficient to permit a full and complete statement of the requested information, inserts should be prepared and appropriately identified by the number of the schedule.
4. All entries should be made in a permanent black ink or typed. Those of a contrary character must be indicated in parenthesis. Items of an unusual character must be indicated by appropriate symbols and explained in footnotes.
5. Money items, except averages, throughout the annual report form should be shown in thousands of dollars adjusted to accord with footings. Totals for amounts reported in subsidiary accounts included in supporting schedules must be in agreement with related primary accounts. For purposes of rounding, amounts of \$500 but less than \$1,000 should be raised to the nearest thousand dollars, and amounts of less than \$500 should be lowered.
6. Except where the context clearly indicates some other meaning, the following terms when used in this Form have the following meanings:
 - (a) Board means *Surface Transportation Board*.
 - (b) Respondent means *the person or corporation in whose behalf the report is made*.
 - (c) Year means *the year ended December 31 for which the report is being made*.
 - (d) Close of the Year means *the close of business on December 31 for the year in which the report is being made*. If the report is made for a shorter period than one year, it means *the close of the period covered by the report*.
 - (e) Beginning of the Year means *the beginning of business on January 1 of the year for which the report is being made*. If the report is made for a shorter period than one year, it means *the beginning of that period*.
 - (f) Preceding Year means *the year ended December 31 of the year preceding the year for which the report is made*.
 - (g) The Uniform System of Accounts for Railroad Companies means *the system of accounts in Part 1201 of Title 49, Code of Federal Regulations, as amended*.
7. The ICC Termination Act of 1995 abolished the Interstate Commerce Commission and replaced it with the Surface Transportation Board. Any references to the Interstate Commerce Commission or Commission contained in this report refer to the Surface Transportation Board.
8. Any references to the Bureau of Accounts or the Office of Economics contained in this report refer to the Office of Economics, Environmental Analysis, and Administration of the Surface Transportation Board.

For Index, See Back of Form

ANNUAL REPORT

OF

UNION PACIFIC RAILROAD COMPANY

To The

SURFACE TRANSPORTATION BOARD

For The

Year Ended December 31, 2013

Name, official title, telephone number, and office address of officer in charge of correspondence with
the Board regarding this report:

(Name) Jeffrey P. Totusek (Title) Chief Accounting Officer and Controller

(Telephone number) (402) 544-6262 (or contact Heidi Brammer at (402) 544-4887)

(Office address) 1400 Douglas Street - Stop 1770, Omaha, Nebraska 68179

(This page intentionally left blank)

TABLE OF CONTENTS

	SCHEDULE	PAGE
Schedules Omitted by Respondent	A	1
Identity of Respondent	B	2
Voting Powers and Elections	C	3
Comparative Statement of Financial Position	200	5
Results of Operations	210	16
Retained Earnings - Unappropriated	220	19
Capital Stock	230	20
Statement of Changes in Financial Position	240	21
Working Capital Information	245	23
Investments and Advances - Affiliated Companies	310	26
Investments in Common Stocks of Affiliated Companies	310A	30
Road Property and Equipment and Improvements to Leased Property and Equipment	330	32
Depreciation Base and Rates - Road and Equipment Owned and Used and Leased from Others	332	34
Accumulated Depreciation - Road and Equipment Owned and Used	335	35
Accrued Liability - Leased Property	339	36
Depreciation Base and Rates - Improvements to Road and Equipment Leased from Others	340	37
Accumulated Depreciation - Improvements to Road and Equipment Leased from Others	342	38
Depreciation Base and Rates - Road and Equipment Leased to Others	350	40
Accumulated Depreciation - Road and Equipment Leased to Others	351	41
Investment in Railroad Property Used in Transportation Service (By Company)	352A	42
Investment in Railroad Property Used in Transportation Service (By Property Accounts)	352B	43
Railway Operating Expenses	410	45
Way and Structures	412	52
Rents for Interchanged Freight Train Cars and Other Freight Carrying Equipment	414	53
Supporting Schedule - Equipment	415	56
Supporting Schedule - Road	416	58
Specialized Service Subschedule - Transportation	417	60
Supporting Schedule - Capital Leases	418	61
Analysis of Taxes	450	63
Items in Selected Income and Retained Earnings Accounts for the Year	460	65
Guaranties and Suretyships	501	66
Compensating Balances and Short-Term Borrowing Arrangements	502	67
Separation of Debtholdings between Road Property and Equipment	510	69
Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided	512	72
Mileage Operated at Close of Year	700	74
Miles of Road at Close of Year - By States and Territories (Single Track)	702	75
Inventory of Equipment	710	78
Unit Cost of Equipment Installed During the Year	710S	84
Track and Traffic Conditions	720	85
Ties Laid in Replacement	721	86
Ties Laid in Additional Tracks and in New Lines and Extensions	722	87
Rails Laid in Replacement	723	88
Rails Laid in Additional Tracks and in New Lines and Extensions	724	89
Weight of Rail	725	90
Summary of Track Replacements	726	91
Consumption of Fuel by Motive-Power Units	750	91
Railroad Operating Statistics	755	94
PTC Supplement		98
Verification		121
Memoranda		122
Index		123

SPECIAL NOTICE

Docket No. 38559, Railroad Classification Index, (ICC served January 20, 1983), modified the reporting requirements for Class II, Class III and Switching and Terminal Companies. These carriers will notify the Board only if the calculation results in a different revenue level than its current classification.

The dark border on the schedules represents data that are captured by the Board.

Supplemental Information about the Annual Report (R-1)

The following information is provided in Compliance with OMB requirements and pursuant to the Paperwork Reduction Act of 1995, 44 U.S.C. §§ 3501-3519 (PRA):

This information collection is mandatory pursuant to 49 U.S.C. § 11145. The estimated hour burden for filing this report is estimated at no more than 800 hours. Information in the Annual Reports is used to monitor and assess railroad industry growth, financial stability, traffic, and operations and to identify industry changes that may affect national transportation policy. In addition, the Board uses data from these reports to more effectively carry out its regulatory responsibilities, such as acting on railroad requests for authority to engage in Board regulated financial transactions (for example, mergers, acquisitions of control, consolidations and abandonments); developing the Uniform Rail Costing System (URCS); conducting rail revenue adequacy proceedings; developing rail cost adjustment factors; and conducting investigations and rulemakings. The information in this report is ordinarily maintained by the agency in hard copy for 10 years, after which it is transferred to the National Archives, where it is maintained as a permanent record. In addition, some of this information is posted on the Board's website, where it may remain indefinitely. All information collected through this report is available to the public. Under the PRA, a federal agency may not conduct or sponsor, and a person is not required to respond to, nor shall a person be subject to a penalty for failure to comply with, a collection of information unless it displays a currently valid OMB control number. Comments and questions about this collection (2140-0009) should be directed to Paperwork Reduction Officer, Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001.

A. SCHEDULES OMITTED BY RESPONDENT

1. The respondent, at its option, may omit pages from this report provided there is nothing to report or the schedules are not applicable.
2. Show below the pages excluded and indicate the schedule number and title in the space provided below.
3. If no schedules were omitted indicate "NONE".

Page	Schedule No.	Title
		<div>NONE</div>

B. IDENTITY OF RESPONDENT

Answers to the questions asked should be made in full, without reference to data returned on the corresponding page of previous reports. In case any changes of the nature referred to under Inquiry 4 on this page have taken place during the year covered by this report, they should be explained in full detail.

1. Give in full the exact name of the respondent. Use the words "The" and "Company" only when they are parts of the corporate name. Be careful to distinguish between railroad and railway. The corporate name should be given uniformly throughout the report, notably on the cover, on the title page, and in the "Verification." If the report is made by receivers, trustees, a committee of bondholders, or individuals otherwise in possession of the property, state names and facts with precision. If the report is for a consolidated group, pursuant to Special Permission from the Board, indicate such fact on line 1 below and list the consolidated group on page 4.
2. If incorporated under a special charter, give date of passage of the act; if under a general law, give date of filing certificate of organization; if a reorganization has been effected, give date of reorganization. If a receivership or other trust, also give date when such receivership or other possession began. If a partnership, give date of formation and also names in full of present partners.
3. State the occasion for the reorganization, whether by reason of foreclosure of mortgage or otherwise, according to the fact. Give date of organization of original corporation and refer to laws under which organized.

1. Exact name of common carrier making this report - Union Pacific Railroad Company *
2. Date of incorporation - February 20, 1969
3. Under laws of what Government, State, or Territory organized? If more than one, name all. If in bankruptcy, give court of jurisdiction and dates of beginning of receivership or trusteeship and of appointment of receivers or trustees:
Under the General Corporation Law of the State of Delaware. Articles Amended February 24, 1969, June 8, 1987, April 13, 1989, and August 10, 1993, in perpetuity. Name changed from Southern Pacific Transportation Company, February 1, 1998.
4. If the respondent was reorganized during the year, involved in a consolidation or merger, or conducted its business under a different name, give full particulars: NOT APPLICABLE

Stockholders' Reports

5. The respondent is required to send the Office of Economic and Environmental Analysis, immediately upon preparation, two copies of its latest annual report to stockholders.

Check appropriate box:

- ☐ Two copies are attached to this report.
- ☒ Two copies will be submitted on: (date) March 31, 2014.
- ☐ No annual report to stockholders is prepared.

- * This report for Union Pacific Railroad Company includes Union Pacific Railroad Company and all subsidiaries and affiliates (collectively, the Company, Railroad, or UPRR). See page 4 for a listing of included companies.

C. VOTING POWERS AND ELECTIONS

1. State the par value of each share of stock: Common - Common Stock and Class A Stock both \$10/ per share; First preferred - None; Second preferred - None; Debenture stock - None.
2. State whether or not each share of stock has the right to one vote; if not, give particulars in a footnote. ☒ Yes ☐ No
3. Are voting rights proportional to holdings? ☒ Yes ☐ No. If no, state in a footnote the relationship between holdings and corresponding
4. Are voting rights attached to any securities other than stock? ☐ Yes ☒ No. If yes, name in a footnote each security, other than stock, to which voting rights are attached (as of the close of the year), and state in detail the relationship between holdings and corresponding voting rights, indicating whether voting rights are actual or contingent and, if contingent, showing the contingency.
5. Has any class or issue of securities any special privileges in the election of directors, trustees, or managers, or in the determination of corporate action by any method? ☐ Yes ☒ No. If yes, describe fully in a footnote each such class or issue and give a succinct statement showing clearly the character and extent of such privileges.
6. Give the date of the latest closing of the stock book prior to the actual filing of this report, and state the purpose of such closing: N/A
7. State the total voting power of all security holders of the respondent at the date of such closing, if within one year of the date of such filing; if not, state as of the close of the year - 4,853 votes, as of 12/31/2013.
8. State the total number of stockholders of record, as of the date shown in answer to Inquiry No. 7. One stockholder.
9. Give the names of the 30 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of the list of stockholders of the respondent (if within one year prior to the actual filing of this report), had the highest voting powers in the respondent, showing for each, his or her address, the number of votes he or she would have had a right to cast on that date had a meeting then been in order, and the classification of the number of votes to which he or she was entitled, with respect to securities held by him or her, such securities being classified as common stock, second preferred stock, first preferred stock, and other securities (stating in a footnote the names of such other securities, if any). If any such holder held in trust, give (in a footnote) the particulars of the trust. In the case of voting trust agreements, give as supplemental information the names and addresses of the 30 largest holders of the voting trust certificates and the amount of their individual holdings. If the stock book was not closed or the list of stockholders compiled within such year, show such 30 security holders at the close of the year.

Line No.	Name of Security Holder	Address of Security Holder	Number of Votes to Which Security Holder Was Entitled	NUMBER OF VOTES, CLASSIFIED WITH RESPECT TO SECURITIES ON WHICH BASED			Line No.
				Stock			
				Common	Preferred		
Second	First						
	(a)	(b)	(c)	(d)	(e)	(f)	
1	Union Pacific Corporation	1400 Douglas Street	Common Stock - 4,465	4,465			1
2	"	Omaha, Nebraska 68179	Class A Stock - 388	388			2
3							3
4							4
5							5
6							6
7							7
8							8
9							9
10							10
11							11
12							12
13							13
14							14
15	Notes and Remarks:	Excludes stock owned by Southern Pacific Rail Corporation.					15
16							16
17	Excludes non-voting FRA Preference Shares listed in Schedule 230 on page 20.						17
18							18
19							19
20							20
21							21
22							22
23							23
24							24
25							25
26							26

C. VOTING POWERS AND ELECTIONS - Continued

10. State the total number of votes cast at the latest general meeting for the election of the respondent - N/A
11. Give the date of such meeting - March 20, 2014
12. Give the place of such meeting - Omaha, Nebraska

NOTES AND REMARKSNotes to Page 2, Item 1 - List of consolidated companies, subsidiaries and affiliates

Alton & Southern Railway	Southern Pacific Rail Corporation
Arkansas & Memphis Railway Bridge and Terminal Company	Southern Pacific Receivables, Inc.
Central California Traction Company	Southern Pacific Warehouse Company
Chicago & Western Indiana Railroad Company	SP Environmental Systems, Inc.
Chicago Heights Terminal Transfer Company	SP Environmental Waste Systems, Inc.
Doniphan, Kensett & Searcy Railway Company	Standard Realty and Development Company
Donland Development Company	St. Joseph & Grand Island Railway Company
Ekanet, Inc.	Stonegate Park, Inc.
Mexican Pacific, LLC	Streamline, LLC
Midwestern Railroad Properties, Inc.	Texas City Terminal Railway Company
Missouri Improvement Company	Transborder Logistics I LLC
Montwood Corporation	Transborder Logistics II LLC
MRT Exploration Company	Transborder Rail Corporation
MT Venture Company	Transportation Service Systems, Inc.
Ogden Union Railway & Depot Company	Union Pacific de Mexico, S.A. de C.V.
Pacific Fruit Express Company	Union Pacific Distribution Services Company
Park Spring, Inc.	Union Pacific Fruit Express Company
Portland Terminal Railroad Company	Union Pacific Railroad Company
Rio Grande Holding, Inc.	Union Pacific Receivables, Inc.
Rio Grande Land Company	Union Pacific Venture Leasing, Inc.
ShipCarsNow, Inc.	Union Pacific Container Logistics Company
Soluciones Logísticas Transfronterizas Mexicanas, S. de R.L. de C.V.	UP International Advisors, Inc.
Southern Illinois and Missouri Bridge Company	UP Transportation Services Canada Corporation
Southern Pacific Asset Management Company	UPCA, LLC
Southern Pacific Fleet Acquisition Company	UPDS de Mexico, S. de R.L. de C.V.
Southern Pacific International, Inc.	Wisconsin Town Lot Company
Southern Pacific Land Corporation	WHL Dallas 45 Advisors, LLC
Southern Pacific Motor Trucking Company	WHL Dallas 45, LLC

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - ASSETS

(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
CURRENT ASSETS						
1		701	Cash	379,878	273,971	1
2		702	Temporary Cash Investments	216,321	40,664	2
3		703	Special Deposits	7,038	4,807	3
4		704	Accounts Receivable - Loan and Notes	407	867	4
5		705	- Interline and Other Balances	102,463	93,000	5
6		706	- Customers	1,122,484	994,091	6
7		707	- Other	185,546	157,802	7
8		709,708	- Accrued Accounts Receivables	183,363	240,510	8
9		708.5	- Receivables from Affiliated Companies	46	34	9
10		709.5	- Less: Allowance for Uncollectible Accounts	(1,251)	(4,176)	10
11		710,711,714	Working Funds Prepayments Deferred Income Tax Debits	281,339	295,690	11
12		712	Materials and Supplies	652,661	659,781	12
13		713	Other Current Assets	8,392	57,650	13
14			TOTAL CURRENT ASSETS	3,138,687	2,814,691	14
OTHER ASSETS						
15		715, 716, 717	Special Funds	300	4,505	15
16		721, 721.5	Investments and Advances Affiliated Companies (Schedules 310 and 310A)	2,956,488	1,486,714	16
17		722, 723	Other Investments and Advances	708	859	17
18		724	Allowances for Net Unrealized Loss on Noncurrent Marketable Equity Securities - Cr.	0	0	18
19		737, 738	Property Used in Other than Carrier Operation (Less Depreciation) 2013-\$13,400; 2012-\$23,491	372,021	372,581	19
20		739, 741	Other Assets	577,229	184,105	20
21		743	Other Deferred Debits	30,503	42,389	21
22		744	Accumulated Deferred Income Tax Debits	894	642	22
23			TOTAL OTHER ASSETS	3,938,143	2,091,795	23
ROAD AND EQUIPMENT						
24		731, 732	Road (Schedule 330) L-30 Cols. h & b	47,572,936	45,608,924	24
25		731, 732	Equipment (Schedule 330) L-39 Cols. h & b	10,833,228	10,404,673	25
26		731, 732	Unallocated Items	997,234	844,572	26
27		733, 735	Accumulated Depreciation and Amortization (Schedules 335, 342, 351)	(17,722,857)	(16,768,377)	27
28			Net Road and Equipment	41,680,541	40,089,792	28
29			TOTAL ASSETS	48,757,371	44,996,278	29

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION - LIABILITY AND SHAREHOLDERS' EQUITY
(Dollars in Thousands)

Line No.	Cross Check	Account	Title (a)	Balance at close of year (b)	Balance at begin- ning of year (c)	Line No.
CURRENT LIABILITIES						
30		751	Loans and Notes Payable	0	0	30
31		752	Accounts Payable; Interline and Other Balances	32,265	30,393	31
32		753	Audited Accounts and Wages	155,791	201,474	32
33		754	Other Accounts Payable	43,528	42,319	33
34		755, 756	Interest and Dividends Payable	42,632	45,822	34
35		757	Payables to Affiliated Companies	0	0	35
36		759	Accrued Accounts Payable	1,900,176	1,872,569	36
37		760, 761, 761.5, 762	Taxes Accrued	499,742	395,654	37
38		763	Other Current Liabilities	4,600	7,872	38
39		764	Equipment Obligations and Other Long-Term Debt due Within One Year	198,044	196,309	39
40			TOTAL CURRENT LIABILITIES	2,876,778	2,792,412	40
NON-CURRENT LIABILITIES						
41		765, 767	Funded Debt Unmatured	171,424	276,914	41
42		766	Equipment Obligations	96,956	109,994	42
43		766.5	Capitalized Lease Obligations	1,520,728	1,665,591	43
44		768	Debt in Default	0	0	44
45		769	Accounts Payable; Affiliated Companies	0	0	45
46		770.1, 770.2	Unamortized Debt Premium	(93,879)	(95,958)	46
47		781	Interest in Default	0	0	47
48		783	Deferred Revenues-Transfers from Government Authorities	0	0	48
49		786	Accumulated Deferred Income Tax Credits	13,383,789	12,474,139	49
50		771, 772, 774, 775, 782, 784	Other Long-Term Liabilities and Deferred Credits	1,619,459	2,188,413	50
51			TOTAL NON-CURRENT LIABILITIES	16,698,477	16,619,093	51
SHAREHOLDERS' EQUITY						
52		791, 792	Total Capital Stock:(Schedule 230) (L-10 Col. g, L-17 Col. e)	49	126	52
53			Common Stock	49	49	53
54			Preferred Stock	0	77	54
55			Discount on Capital Stock	0	0	55
56		794, 795	Additional Capital (Schedule 230) (L-17 Col. h)	4,781,906	4,781,906	56
Retained Earnings:						
57		797	Appropriated	811	811	57
58		798	Unappropriated (Schedule 220) (L-17 Col. b)	25,149,775	21,988,549	58
59		798.1	Other Comprehensive Income	(750,425)	(1,186,619)	59
60		798.5	Less Treasury Stock	0	0	60
61			Net Shareholders' Equity	29,182,116	25,584,773	61
62			TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	48,757,371	44,996,278	62

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION -- EXPLANATORY NOTES

(Dollars in Thousands)

The notes listed below are provided to disclose supplementary information on matters which have an important effect on the financial condition of the carrier. The carrier shall give the particulars called for herein and where there is nothing to report, insert the word "none"; and in addition thereto shall enter in separate notes with suitable particulars other matters involving material amounts of the character commonly disclosed in financial statements under generally accepted accounting and reporting principles, except as shown in other schedules. This includes statements explaining (1) service interruption insurance policies and indicating the amount of indemnity to which respondent will be entitled for work stoppage losses and the maximum amount of additional premium respondent may be obligated to pay in the event such losses are sustained by other railroads; (2) particulars concerning obligations for stock purchase options granted to officers and employees; and (3) what entries have been made for net income or retained income restricted under provisions of mortgages and other arrangements.

1. Amount (estimated, if necessary) of net income or retained income which has to be provided for capital expenditures, and for sinking and other funds pursuant to provisions of reorganization plans, mortgages, deeds of trust, or other contracts Schedule 460. \$811.
 2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made. None.
 3. (a) Explain the procedure in accounting for pension funds and recording in the accounts the current and past service pension costs, indicating whether or not consistent with the prior year _____
See Explanatory Note 11 beginning on page 9.
 - (b) State amount, if any, representing the excess of the actuarially computed value of vested benefits over the total of the pension fund. \$_____. See Explanatory Note 11 beginning on page 9.
 - (c) Is any part of pension plan funded? Specify. Yes X No ____
 - (i) If funding is by insurance, give name of insuring company Not Applicable.
If funding is by trust agreement, list trustee(s). The Northern Trust Company
Date of trust agreement or latest amendment. July 11, 2005
If respondent is affiliated in any way with the trustee(s), explain affiliation: Not Applicable.
 - (d) List affiliated companies which are included in the pension plan funding agreement and describe basis for allocating charges under the agreement. See Explanatory Note 11 beginning on page 9.
 - (e) (i) Is any part of the pension plan fund invested in stock or other securities of the respondent or any of its affiliates?
Specify. Yes ____ No X
If yes, give number of the shares for each class of stock or other security: _____
_____.
 - (ii) Are voting rights attached to any securities held by the pension plan? Specify. Yes X No ____ If yes,
who determines how stock is voted? Voting rights are delegated to investment managers
_____.
4. State whether a segregated political fund has been established as provided by the Federal Election Campaign Act of 1971 (18 U.S.C. 610). Yes X No ____ See Note 14 on page 15C.
 5. (a) The amount of employers contribution to employee stock ownership plans for the current year was \$ NONE.
(b) The amount of investment tax credit used to reduce current income tax expense resulting from contributions to qualified employee stock ownership plans for the current year was NONE.
 6. In reference to Docket No. 37465 specify the total amount of business entertainment expenditures charged to the non-operating expense account. NONE.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION -- EXPLANATORY NOTES - CONTINUED

7. Give particulars with respect to contingent assets and liabilities at the close of the year, in accordance with Instructions 5-6 in the Uniform System of Accounts for Railroad Companies, that are not reflected in the amounts of the respondent.

Disclose the nature and amount of contingency that is material.

Examples of contingent liabilities are items which may become obligations as a result of pending or threatened litigation, assessments or possible assessments of additional taxes and agreements or obligations to repurchase securities or property. Additional pages may be added if more space is needed. (Explain and/or reference to the following pages.)

SEE NOTE 13 ON PAGE 15A.

(a) Changes in Valuation Accounts

8. Marketable Equity Securities

UPRR has no marketable equity securities.

		Cost	Market	Dr.(Cr) to Income	Dr.(Cr) to Stockholders' Equity
(Current Year)	Current Portfolio				N/A
as of / /	Noncurrent Portfolio			N/A	\$
(Previous Year)	Current Portfolio			N/A	N/A
as of / /	Noncurrent Portfolio			N/A	N/A

(b) At / / , gross unrealized gains and losses pertaining to marketable securities were as follows:

	<u>Gains</u>	<u>Losses</u>
Current	\$ _____	\$ _____
Noncurrent	_____	_____

- (c) A net unrealized gain (loss) of \$_____ on the sale of marketable equity securities was included in net income for _____ (year).
The cost of securities sold was based on the _____ (method) cost of all the shares of each security held at time of sale.

Significant net realized and net unrealized gains and losses arising after date of the financial statements but prior to the filing, applicable to marketable equity securities owned at balance sheet date shall be disclosed below:

NOTE: / / (date) Balance sheet date of reported year unless specified as previous year.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

For purposes of this report, unless the context otherwise requires, all references herein to the “Company”, “we”, “us”, and “our” mean Union Pacific Railroad Company. For purposes of this report, unless the context otherwise requires, all references herein to “UPC” and the “Corporation” mean Union Pacific Corporation. All references herein to the “Consolidated Financial Statements” mean the Comparative Statement of Financial Position, Results of Operations, Retained Earnings, Statement of Cash Flows, and the supplement notes and schedules included in the Class 1 Railroad Annual Report R-1.

9. Transactions with Affiliates

At December 31, 2013, we had a \$262 million working capital surplus. At December 31, 2012, we had a \$22 million working capital surplus. Our working capital relates to UPC's management of our cash position. As part of UPC's cash management activities, we advance excess cash (cash available after satisfying all of our obligations and paying dividends to UPC) to UPC. We declare and pay dividends to UPC that typically approximate the dividends UPC declares to its shareholders; however, there is no formal requirement to do so. The dividend declaration between us and UPC is determined solely by our Board of Directors. To the extent we require additional cash for use in our operations, UPC makes such funds available to us for borrowing. We treat these transactions as intercompany borrowings in the Consolidated Statements of Financial Position.

In December of 2008, UPC established a borrowing limit based on our borrowing capacity and UPC implemented a market based interest rate. Currently, the annual rate is 3.5%. The annual rate was 2.9% from July 2012 through June 2013 and 4.6% from July 2011 through June 2012. Interest accrues quarterly and is payable on demand. We do not expect a payment from UPC within 12 months, or in the event of borrowing from UPC, we do not expect to be required by UPC to pay back the intercompany borrowings within the next 12 months. Intercompany borrowings are unsecured and rank equally with all of our other unsecured indebtedness. At December 31, 2013 and December 31, 2012, intercompany borrowings to UPC were \$1,645 and \$264 million, respectively.

Pursuant to a services agreement, UPC provides us with various services, including strategic planning, legal, treasury, accounting, auditing, insurance, human resources, and corporate affairs. We pay our share of the costs as determined by an independent review. Billings for these services were \$70 million, \$79 million, and \$70 million for the years ended December 31, 2013, 2012, and 2011, respectively.

10. Financial Instruments

Strategy and Risk – We may use derivative financial instruments in limited instances for other than trading purposes to assist in managing our overall exposure to fluctuations in interest rates and fuel prices. We are not a party to leveraged derivatives and, by policy, do not use derivative financial instruments for speculative purposes. Derivative financial instruments qualifying for hedge accounting must maintain a specified level of effectiveness between the hedging instrument and the item being hedged, both at inception and throughout the hedged period. We formally document the nature and relationships between the hedging instruments and hedged items at inception, as well as our risk-management objectives, strategies for undertaking the various hedge transactions, and method of assessing hedge effectiveness. Changes in the fair market value of derivative financial instruments that do not qualify for hedge accounting are charged to earnings. We may use swaps, collars, futures, and/or forward contracts to mitigate the risk of adverse movements in interest rates and fuel prices; however, the use of these derivative financial instruments may limit future benefits from favorable interest rate and fuel price movements.

Market and Credit Risk – We address market risk related to derivative financial instruments by selecting instruments with value fluctuations that highly correlate with the underlying hedged item. We manage credit risk related to derivative financial instruments, which is minimal, by requiring high credit standards for counterparties and periodic settlements. At December 31, 2013, and 2012, we were not required to provide collateral, nor had we received collateral, relating to our hedging activities.

Interest Rate Cash Flow Hedges – We report changes in the fair value of cash flow hedges in accumulated other comprehensive loss until the hedged item affects earnings. At both December 31, 2013, and 2012, we had reductions of \$1 million recorded as an accumulated other comprehensive loss that is being amortized on a straight-line basis through September 30, 2014. As of December 31, 2013, and 2012, we had no interest rate cash flow hedges outstanding.

Fair Value of Financial Instruments – The fair value of our short- and long-term debt was estimated using a market value price model, which utilizes applicable U.S. Treasury rates along with current market quotes on comparable debt securities. All of the inputs used to determine the fair market value of the Company's long-term debt are Level 2 inputs and obtained from an independent source. At December 31, 2013, the fair value of total debt was \$2.1 billion, approximately \$239 million more than the carrying value. At December 31, 2012, the fair value of total debt was \$2.7 billion, approximately \$585 million more than the carrying value. The fair value of the Company's debt is a measure of its current value under present market conditions. It does not impact the financial statements under current accounting rules. At both December 31, 2013, and 2012, approximately \$163 million of debt securities contained call provisions that allow us to retire the debt instruments prior to final maturity, with the payment of fixed call premiums, or in certain cases, at par. The fair value of intercompany lendings to UPC approximates carrying value. The fair value of our cash equivalents approximates their carrying value due to the short-term maturities of these instruments.

11. Retirement Plans**Pension and Other Postretirement Benefits**

Pension Plans – We provide defined benefit retirement income to eligible non-union employees through the Corporation's qualified and non-qualified (supplemental) pension plans. Qualified and non-qualified pension benefits are based on years of service and the highest compensation during the latest years of employment, with specific reductions made for early retirements.

Other Postretirement Benefits (OPEB) – We provide medical and life insurance benefits for eligible retirees through the Corporation's programs. These benefits are funded as medical claims and life insurance premiums are paid.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Funded Status

We are required by GAAP to separately recognize the overfunded or underfunded status of our pension and OPEB plans as an asset or liability. The funded status represents the difference between the projected benefit obligation (PBO) and the fair value of the plan assets. Our non-qualified (supplemental) pension plan is unfunded by design. The PBO of the pension plans is the present value of benefits earned to date by plan participants, including the effect of assumed future compensation increases. The PBO of the OPEB plan is equal to the accumulated benefit obligation, as the present value of the OPEB liabilities is not affected by compensation increases. Plan assets are measured at fair value. We use a December 31 measurement date for plan assets and obligations for all our retirement plans.

Changes in our PBO and plan assets were as follows for the years ended December 31:

Funded Status <i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2013	2012	2013	2012
Projected Benefit Obligation				
Projected benefit obligation at beginning of year	\$ 3,591	\$ 3,165	\$ 372	\$ 336
Service cost	72	54	3	3
Interest cost	134	141	12	15
Actuarial loss/(gain)	(257)	391	(34)	42
Gross benefits paid	(168)	(160)	(23)	(24)
Projected benefit obligation at end of year	\$ 3,372	\$ 3,591	\$ 330	\$ 372
Plan Assets				
Fair value of plan assets at beginning of year	\$ 2,875	\$ 2,505	\$ -	\$ -
Actual return on plan assets	506	315	-	-
Voluntary funded pension plan contributions	200	200	-	-
Non-qualified plan benefit contributions	16	15	23	24
Gross benefits paid	(168)	(160)	(23)	(24)
Fair value of plan assets at end of year	\$ 3,429	\$ 2,875	\$ -	\$ -
Funded status at end of year	\$ 57	\$ (716)	\$ (330)	\$ (372)

Amounts recognized in the statement of financial position as of December 31, 2013 and 2012 consist of:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>	
	2013	2012	2013	2012
Noncurrent assets	\$ 364	\$ 1	\$ -	\$ -
Current liabilities	(16)	(16)	(25)	(27)
Noncurrent liabilities	(291)	(701)	(305)	(345)
Net amounts recognized at end of year	\$ 57	\$ (716)	\$ (330)	\$ (372)

Pre-tax amounts recognized in accumulated other comprehensive income/(loss) as of December 31, 2013 and 2012 consist of:

<i>Millions</i>	2013			2012		
	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>	<i>Pension</i>	<i>OPEB</i>	<i>Total</i>
Prior service (cost)/credit	\$ -	\$ 28	\$ 28	\$ -	\$ 45	\$ 45
Net actuarial loss	(1,018)	(125)	(1,143)	(1,685)	(175)	(1,860)
Total	\$ (1,018)	\$ (97)	\$ (1,115)	\$ (1,685)	\$ (130)	\$ (1,815)

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Pre-tax changes recognized in other comprehensive income/(loss) during 2013, 2012 and 2011 were as follows:

Millions	Pension			OPEB		
	2013	2012	2011	2013	2012	2011
Prior service cost/(credit)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 10
Net actuarial loss/(gain)	(561)	265	515	(34)	42	14
Amortization of:						
Prior service cost/(credit)	-	(1)	(2)	16	18	34
Actuarial loss	(106)	(83)	(71)	(15)	(13)	(11)
Total	\$ (667)	\$ 181	\$ 442	\$ (33)	\$ 47	\$ 47

Amounts included in accumulated other comprehensive income/(loss) expected to be amortized into net periodic cost (benefit) during 2014:

Millions	Pension	OPEB	Total
Prior service benefit	\$ -	\$ (11)	\$ (11)
Net actuarial loss	69	10	79
Total	\$ 69	\$ (1)	\$ 68

Underfunded Accumulated Benefit Obligation – The accumulated benefit obligation (ABO) is the present value of benefits earned to date, assuming no future compensation growth. The underfunded accumulated benefit obligation represents the difference between the ABO and the fair value of plan assets. At December 31, 2013 and 2012, the non-qualified (supplemental) plan ABO was \$302 million and \$331 million, respectively. The following table discloses only the PBO, ABO, and fair value of plan assets for pension plans where the accumulated benefit obligation is in excess of the fair value of the plan assets as of December 31:

Underfunded Accumulated Benefit Obligation

Millions	2013	2012
Projected benefit obligation	\$ 308	\$ 3,574
Accumulated benefit obligation	\$ 302	\$ 3,440
Fair value of plan assets	-	2,857
Underfunded accumulated benefit obligation	\$ (302)	\$ (583)

The ABO for all defined benefit pension plans was \$3.2 billion and \$3.4 billion at December 31, 2013 and 2012, respectively.

Assumptions – The weighted-average actuarial assumptions used to determine benefit obligations at December 31:

Percentages	Pension		OPEB	
	2013	2012	2013	2012
Discount rate	4.72%	3.78%	4.47%	3.48%
Compensation increase	4.00%	3.76%	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	6.49%	6.64%
Ultimate health care cost trend rate	N/A	N/A	4.50%	4.50%
Year ultimate trend rate reached	N/A	N/A	2028	2028

Expense

Both pension and OPEB expense are determined based upon the annual service cost of benefits (the actuarial cost of benefits earned during a period) and the interest cost on those liabilities, less the expected return on plan assets. The expected long-term rate of return on plan assets is applied to a calculated value of plan assets that recognizes changes in fair value over a five-year period. This practice is intended to reduce year-to-year volatility in pension expense, but it can have the effect of delaying the recognition of differences between actual returns on assets and expected returns based on long-term rate of return assumptions. Differences in actual experience in relation to assumptions are not recognized in net income immediately, but are deferred in accumulated other comprehensive income and, if necessary, amortized as pension or OPEB expense.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

The components of our net periodic pension and OPEB cost/(benefit) were as follows for the years ended December 31:

<i>Millions</i>	<i>Pension</i>			<i>OPEB</i>		
	2013	2012	2011	2013	2012	2011
Net Periodic Benefit Cost:						
Service cost	\$ 72	\$ 54	\$ 40	\$ 3	\$ 3	\$ 2
Interest cost	134	141	145	12	15	15
Expected return on plan assets	(202)	(190)	(180)	-	-	-
Amortization of:						
Prior service cost/(credit)	-	1	2	(16)	(18)	(34)
Actuarial loss	106	83	71	15	13	11
Net periodic benefit cost/(benefit)	\$ 110	\$ 89	\$ 78	\$ 14	\$ 13	\$ (6)

Assumptions – The weighted-average actuarial assumptions used to determine expense were as follows for the years ended December 31:

<i>Percentages</i>	<i>Pension</i>			<i>OPEB</i>		
	2013	2012	2011	2013	2012	2011
Discount rate	3.78%	4.54%	5.35%	3.48%	4.36%	5.01%
Expected return on plan assets	7.50%	7.50%	7.50%	N/A	N/A	N/A
Compensation increase	3.43%	3.69%	4.48%	N/A	N/A	N/A
Health care cost trend rate (employees under 65)	N/A	N/A	N/A	6.64%	6.91%	7.07%
Ultimate health care cost trend rate	N/A	N/A	N/A	4.50%	4.50%	4.50%
Year ultimate trend reached	N/A	N/A	N/A	2028	2028	2028

The discount rate was based on a yield curve of high quality corporate bonds with cash flows matching our plans' expected benefit payments. The expected return on plan assets is based on our asset allocation mix and our historical return, taking into account current and expected market conditions. The actual return on pension plan assets, net of fees, was approximately 17% in 2013, 13% in 2012, and 2% in 2011.

Assumed health care cost trend rates have an effect on the expense and liabilities reported for health care plans. The assumed health care cost trend rate is based on historical rates and expected market conditions. The 2014 assumed health care cost trend rate for employees under 65 is 6.64%. It is assumed the rate will decrease gradually to an ultimate rate of 4.5% in 2028 and will remain at that level. A one-percentage point change in the assumed health care cost trend rates would have the following effects on OPEB:

<i>Millions</i>	<i>One % pt. Increase</i>	<i>One % pt. Decrease</i>
Effect on total service and interest cost components	\$ 1	\$ (1)
Effect on accumulated benefit obligation	15	(13)

Cash Contributions

The following table details UPC's cash contributions for the qualified pension plans and the benefit payments for the non-qualified (supplemental) pension and OPEB plans:

<i>Millions</i>	<i>Pension</i>		<i>OPEB</i>
	<i>Qualified</i>	<i>Non-qualified</i>	
2012	\$ 200	15	24
2013	200	16	23

UPC's policy with respect to funding the qualified plans is to fund at least the minimum required by law and not more than the maximum amount deductible for tax purposes. All contributions made to the qualified pension plans in 2013 were voluntary and were made with cash generated from operations.

The non-qualified pension and OPEB plans are not funded and are not subject to any minimum regulatory funding requirements. Benefit payments for each year represent supplemental pension payments and claims paid for medical and life insurance. We anticipate our 2014 supplemental pension and OPEB payments will be made from cash generated from operations.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Benefit Payments

The following table details expected benefit payments for the years 2014 through 2023:

<i>Millions</i>	<i>Pension</i>	<i>OPEB</i>
2014	\$ 171	\$ 25
2015	176	25
2016	181	25
2017	185	25
2018	191	25
Years 2019 - 2023	1,019	114

Asset Allocation Strategy

UPC's pension plan asset allocation at December 31, 2013 and 2012, and target allocation for 2014, are as follows:

	<i>Target Allocation 2014</i>	<i>Percentage of Plan Assets December 31,</i>	
		2013	2012
Equity securities	60% to 70%	70%	65%
Debt securities	20% to 30%	21	25
Real estate	2% to 8%	4	5
Commodities	4% to 6%	5	5
Total		100%	100%

The investment strategy for pension plan assets is to maintain a broadly diversified portfolio designed to achieve our target average long-term rate of return of 7.5%. While we believe we can achieve a long-term average rate of return of 7.5%, we cannot be certain that the portfolio will perform to our expectations. Assets are strategically allocated among equity, debt, and other investments in order to achieve a diversification level that reduces fluctuations in investment returns. Asset allocation target ranges for equity, debt, and other portfolios are evaluated at least every three years with the assistance of an independent consulting firm. Actual asset allocations are monitored monthly, and rebalancing actions are executed at least quarterly, if needed.

The pension plan investments are held in a Master Trust. The majority of pension plan assets are invested in equity securities because equity portfolios have historically provided higher returns than debt and other asset classes over extended time horizons and are expected to do so in the future. Correspondingly, equity investments also entail greater risks than other investments. Equity risks are balanced by investing a significant portion of the plans' assets in high quality debt securities. The average credit rating of the debt portfolio exceeded A+ as of December 31, 2013 and 2012. The debt portfolio is also broadly diversified and invested primarily in U.S. Treasury, mortgage, and corporate securities. The weighted-average maturity of the debt portfolio was 12 years at both December 31, 2013 and 2012.

The investment of pension plan assets in securities issued by UPC is explicitly prohibited by the plan for both the equity and debt portfolios, other than through index fund holdings.

Fair Value Measurements

The pension plan assets are valued at fair value. The following is a description of the valuation methodologies used for the investments measured at fair value, including the general classification of such instruments pursuant to the valuation hierarchy.

Temporary Cash Investments – These investments consist of U.S. dollars and foreign currencies held in master trust accounts at The Northern Trust Company. Foreign currencies held are reported in terms of U.S. dollars based on currency exchange rates readily available in active markets. These temporary cash investments are classified as Level 1 investments.

Registered Investment Companies – Registered Investment Companies are real estate investments, non-U.S. stock investments, and bond investments registered with the Securities and Exchange Commission. The real estate investments and non-U.S. stock investments are traded actively on public exchanges. The share prices for these investments are published at the close of each business day. Holdings of real estate investments and non-U.S. stock investments are classified as Level 1 investments. The bond investments are not traded publicly, but the underlying assets (stocks and bonds) held in these funds are traded on active markets and the prices for these assets are readily observable. Holdings in bond investments are classified as Level 2 investments.

U.S. Government Securities – Federal Government Securities consist of bills, notes, bonds, and other fixed income securities issued directly by the U.S. Treasury or by government-sponsored enterprises. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Federal Government Securities are classified as Level 2 investments.

Corporate Bonds & Debentures – Bonds and debentures consist of fixed income securities issued by U.S. and non-U.S. corporations as well as state and local governments. These assets are valued using a bid evaluation process with bid data provided by independent pricing sources. Corporate, state, and municipal bonds and debentures are classified as Level 2 investments.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Corporate Stock – This investment category consists of common and preferred stock issued by U.S. and non-U.S. corporations. Most common shares are traded actively on exchanges and price quotes for these shares are readily available. Common stock is classified as a Level 1 investment. Preferred shares included in this category are valued using a bid evaluation process with bid data provided by independent pricing sources. Preferred stock is classified as a Level 2 investment.

Venture Capital and Buyout Partnerships – This investment category is comprised of interests in limited partnerships that invest primarily in privately-held companies. Due to the private nature of the partnership investments, pricing inputs are not readily observable. Asset valuations are developed by the general partners that manage the partnerships. These valuations are based on the application of public market multiples to private company cash flows, market transactions that provide valuation information for comparable companies, and other methods. Holdings of limited partnership interests are classified as Level 3 investments.

Real Estate Partnerships – Most of the real estate investments are partnership interests similar to those described in the Venture Capital and Buyout Partnerships category. This category also includes real estate investments held in less commonly used structures such as private real estate investment trusts and pooled separate accounts. Valuations for the holdings in this category are not based on readily observable inputs and are primarily derived from property appraisals. Interests in private real estate partnerships, investment trusts and pooled separate accounts are classified as Level 3 investments.

Common Trust and Other Funds – Common trust funds are comprised of shares or units in commingled funds that are not publicly traded. The underlying assets in these funds (U.S. stock funds, non-U.S. stock funds, commodity funds, and short term investment funds) are publicly traded on exchanges and price quotes for the assets held by these funds are readily available. Holdings of common trust funds are classified as Level 2 investments.

This category also includes investments in limited liability companies that invest in publicly-traded convertible securities, commodities, and other assets. The limited liability company investments are funds that invest in both long and short positions in convertible securities, stocks, commodities, and fixed income securities. The underlying securities held by the funds are traded actively on exchanges and price quotes for these investments are readily available. Interests in the limited liability companies are classified as a Level 2 investments.

Other Investments – This category includes several miscellaneous assets such as commodity hedge fund investments and derivative securities. These investments have valuations that are based on observable inputs and are classified as Level 2 investments.

As of December 31, 2013, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 16	\$ -	\$ -	\$ 16
Registered investment companies	11	253	-	264
U.S. government securities	-	126	-	126
Corporate bonds & debentures	-	310	-	310
Corporate stock	983	16	-	999
Venture capital and buyout partnerships	-	-	213	213
Real estate partnerships	-	-	139	139
Common trust and other funds	-	1,357	-	1,357
Other investments	-	-	-	-
Total plan assets at fair value	\$ 1,010	\$ 2,062	\$ 352	3,424
Other assets [a]				5
Total plan assets				\$ 3,429

[a] Other assets include accrued receivables and pending broker settlements.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

As of December 31, 2012, the pension plan assets measured at fair value on a recurring basis were as follows:

<i>Millions</i>	<i>Quoted Prices in Active Markets for Identical Inputs (Level 1)</i>	<i>Significant Other Observable Inputs (Level 2)</i>	<i>Significant Unobservable Inputs (Level 3)</i>	<i>Total</i>
Plan assets:				
Temporary cash investments	\$ 14	\$ -	\$ -	\$ 14
Registered investment companies	10	258	-	268
U.S. government securities	-	125	-	125
Corporate bonds & debentures	-	326	-	326
Corporate stock	758	12	-	770
Venture capital and buyout partnerships	-	-	179	179
Real estate partnerships	-	-	143	143
Common trust and other funds	-	1,018	-	1,018
Other investments	-	27	-	27
Total plan assets at fair value	\$ 782	\$ 1,766	\$ 322	2,870
Other assets [a]				5
Total plan assets				\$ 2,875

[a] Other assets include accrued receivables and pending broker settlements.

For the years ended December 31, 2013 and 2012, there were no significant transfers in or out of Levels 1, 2, or 3.

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2013:

<i>Millions</i>	<i>Venture Capital and Buyout Partnerships</i>	<i>Real Estate Partnerships</i>	<i>Total</i>
Beginning balance - January 1, 2013	\$ 179	\$ 143	\$ 322
Realized gain	7	8	15
Unrealized gain	24	3	27
Purchases	43	23	66
Sales	(40)	(38)	(78)
Ending balance - December 31, 2013	\$ 213	\$ 139	\$ 352

The following table presents a reconciliation of the beginning and ending balances of the fair value measurements using significant unobservable inputs (Level 3 investments) during 2012:

<i>Millions</i>	<i>Venture Capital and Buyout Partnerships</i>	<i>Real Estate Partnerships</i>	<i>Total</i>
Beginning balance - January 1, 2012	\$ 184	\$ 126	\$ 310
Realized gain	11	3	14
Unrealized gain	1	-	1
Purchases	18	23	41
Sales	(35)	(9)	(44)
Ending balance - December 31, 2012	\$ 179	\$ 143	\$ 322

Other Retirement Programs

401(k)/Thrift Plan – The Corporation provides a defined contribution plan (401(k)/thrift plan) to eligible non-union and union employees for whom we make matching contributions. We match 50 cents for each dollar contributed by employees up to the first six percent of compensation contributed. Our plan contributions were \$18 million in 2013, \$15 million in 2012 and \$14 million in 2011.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Railroad Retirement System – All Railroad employees are covered by the Railroad Retirement System (the System). Contributions made to the System are expensed as incurred and amounted to approximately \$670 million in 2013, \$644 million in 2012, and \$600 million in 2011.

Collective Bargaining Agreements – Under collective bargaining agreements, we participate in multi-employer benefit plans that provide certain postretirement health care and life insurance benefits for eligible union employees. Premiums paid under these plans are expensed as incurred and amounted to \$57 million in 2013, \$62 million in 2012, and \$66 million in 2011.

12. Capital Stock and Dividend Restrictions

Our Board of Directors has restricted the availability of retained earnings for payment of dividends by \$131 million. This represents (a) the amount by which the estimated fair value of our investment in certain subsidiaries, as determined by our Board of Directors, exceeded the net book value of such investment that was transferred to the Corporation by means of a dividend in June 1971 (\$110 million) and (b) the amount by which the fair market value exceeded the book value of certain investment securities that were transferred to the Corporation by means of a dividend in November 1972 (\$21 million).

Our capital structure consists of Class A Stock, Common Stock, and Mandatorily Redeemable Preference Shares (Series A). The Class A Stock is entitled to a cash dividend whenever a dividend is declared on the Common Stock, in an amount which equals 8 percent of the sum of the dividends on both the Class A Stock and the Common Stock. All of our Common Stock and our Class A Stock, which constitutes all of the voting capital stock, is owned by the Corporation or a wholly-owned subsidiary of the Corporation, and all of the Mandatorily Redeemable Preference Shares, which are non-voting stock, are owned by the Federal Railroad Administration. Accordingly, there is no market for our capital stock.

The number of shares shown in the Statements of Changes in Common Shareholders' Equity in the Consolidated Financial Statements, excludes 2,665 shares of Common Stock and 232 shares of Class A Stock owned by Southern Pacific Rail Corporation, whose results are included in the Consolidated Financial Statements.

13. Commitments and Contingencies

Asserted and Unasserted Claims – Various claims and lawsuits are pending against us and certain of our subsidiaries. We cannot fully determine the effect of all asserted and unasserted claims on our consolidated results of operations, financial condition, or liquidity; however, to the extent possible, where asserted and unasserted claims are considered probable and where such claims can be reasonably estimated, we have recorded a liability. We do not expect that any known lawsuits, claims, environmental costs, commitments, contingent liabilities, or guarantees will have a material adverse effect on our consolidated results of operations, financial condition, or liquidity after taking into account liabilities and insurance recoveries previously recorded for these matters.

Personal Injury – The cost of personal injuries to employees and others related to our activities is charged to expense based on estimates of the ultimate cost and number of incidents each year. We use an actuarial analysis to measure the expense and liability, including unasserted claims. The Federal Employers' Liability Act (FELA) governs compensation for work-related accidents. Under FELA, damages are assessed based on a finding of fault through litigation or out-of-court settlements. We offer a comprehensive variety of services and rehabilitation programs for employees who are injured at work.

Our personal injury liability is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 92% of the recorded liability is related to asserted claims and approximately 8% is related to unasserted claims at December 31, 2013. Because of the uncertainty surrounding the ultimate outcome of personal injury claims, it is reasonably possible that future costs to settle these claims may range from approximately \$293 million to \$322 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other. Estimates can vary over time due to evolving trends in litigation.

Our personal injury liability activity was as follows:

Millions	2013	2012	2011
Beginning balance	\$ 333	\$ 367	\$ 425
Current year accruals	87	121	118
Changes in estimates for prior years	(38)	(58)	(71)
Payments	(89)	(97)	(105)
Ending balance at December 31	\$ 293	\$ 333	\$ 367
Current portion, ending balance at December 31	\$ 82	\$ 95	\$ 103

Asbestos – We are a defendant in a number of lawsuits in which current and former employees and other parties allege exposure to asbestos. We assess our potential liability using a statistical analysis of resolution costs for asbestos-related claims. This liability is updated annually and excludes future defense and processing costs. The liability for resolving both asserted and unasserted claims was based on the following assumptions:

- The ratio of future claims by alleged disease would be consistent with historical averages adjusted for inflation.
- The number of claims filed against us will decline each year.
- The average settlement values for asserted and unasserted claims will be equivalent to historical averages.
- The percentage of claims dismissed in the future will be equivalent to historical averages.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Our liability for asbestos-related claims is not discounted to present value due to the uncertainty surrounding the timing of future payments. Approximately 18% of the recorded liability related to asserted claims and approximately 82% related to unasserted claims at December 31, 2013. Because of the uncertainty surrounding the ultimate outcome of asbestos-related claims, it is reasonably possible that future costs to settle these claims may range from approximately \$131 million to \$141 million. We record an accrual at the low end of the range as no amount of loss within the range is more probable than any other.

Our asbestos-related liability activity was as follows:

<i>Millions</i>	2013	2012	2011
Beginning balance	\$ 139	\$ 147	\$ 162
Accruals/(Credits)	2	(2)	(5)
Payments	(10)	(6)	(10)
Ending balance at December 31	\$ 131	\$ 139	\$ 147
Current portion, ending balance at December 31	\$ 9	\$ 8	\$ 8

In conjunction with the liability update performed in 2013, we also reassessed estimated insurance recoveries. We have recognized an asset for estimated insurance recoveries at December 31, 2013, and 2012. The amounts recorded for asbestos-related liabilities and related insurance recoveries were based on currently known facts. However, future events, such as the number of new claims filed each year, average settlement costs, and insurance coverage issues, could cause the actual costs and insurance recoveries to be higher or lower than the projected amounts. Estimates also may vary in the future if strategies, activities, and outcomes of asbestos litigation materially change; federal and state laws governing asbestos litigation increase or decrease the probability or amount of compensation of claimants; and there are material changes with respect to payments made to claimants by other defendants.

Environmental Costs – We are subject to federal, state, and local environmental laws and regulations. We have identified 268 sites at which we are or may be liable for remediation costs associated with alleged contamination or for violations of environmental requirements. This includes 33 sites that are the subject of actions taken by the U.S. government, 17 of which are currently on the Superfund National Priorities List. Certain federal legislation imposes joint and several liability for the remediation of identified sites; consequently, our ultimate environmental liability may include costs relating to activities of other parties, in addition to costs relating to our own activities at each site.

When we identify an environmental issue with respect to property owned, leased, or otherwise used in our business, we perform, with assistance of our consultants, environmental assessments on the property. We expense the cost of the assessments as incurred. We accrue the cost of remediation where our obligation is probable and such costs can be reasonably estimated. We do not discount our environmental liabilities when the timing of the anticipated cash payments is not fixed or readily determinable. At December 31, 2013, and 2012, none of our environmental liability was discounted, while less than 1% of our environmental liability was discounted at 2.0% at December 31, 2011.

Our environmental liability activity was as follows:

<i>Millions</i>	2013	2012	2011 [a]
Beginning balance	\$ 170	\$ 172	\$ 213
Accruals	58	48	29
Payments	(57)	(50)	(70)
Ending balance at December 31	\$ 171	\$ 170	\$ 172
Current portion, ending balance at December 31	\$ 53	\$ 50	\$ 50

[a] Payments include \$25 million to resolve the Omaha Lead Site liability.

The environmental liability includes future costs for remediation and restoration of sites, as well as ongoing monitoring costs, but excludes any anticipated recoveries from third parties. Cost estimates are based on information available for each site, financial viability of other potentially responsible parties, and existing technology, laws, and regulations. The ultimate liability for remediation is difficult to determine because of the number of potentially responsible parties, site-specific cost sharing arrangements with other potentially responsible parties, the degree of contamination by various wastes, the scarcity and quality of volumetric data related to many of the sites, and the speculative nature of remediation costs. Estimates of liability may vary over time due to changes in federal, state, and local laws governing environmental remediation. Current obligations are not expected to have a material adverse effect on our consolidated results of operations, financial condition, or liquidity.

Insurance – The Corporation has a consolidated, wholly-owned captive insurance subsidiary (the captive), that provides insurance coverage for certain risks including FELA claims and property coverage which are subject to reinsurance. The captive entered into annual reinsurance treaty agreements that insure workers compensation, general liability, auto liability and FELA risk. The captive cedes a portion of its FELA exposure through the treaty and assumes a proportionate share of the entire risk. The captive receives direct premiums, which are netted against the Company's premium costs in other expenses in the Consolidated Statements of Income. The treaty agreements provide for certain protections against the risk of treaty participants' non-performance, and we do not believe our exposure to treaty participants' non-performance is material at this time. In the event the Company leaves the reinsurance program, the Company is not relieved of its primary obligation to the policyholders for activity prior to the termination of the treaty agreements. We record both liabilities and reinsurance receivables using an actuarial analysis based on historical experience in our Consolidated Statements of Financial Position.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

Guarantees – At December 31, 2013, and 2012, we were contingently liable for \$299 million and \$307 million in guarantees. We have recorded a liability of \$1 million and \$2 million for the fair value of these obligations as of December 31, 2013, and 2012, respectively. We entered into these contingent guarantees in the normal course of business, and they include guaranteed obligations related to our headquarters building, equipment financings, and affiliated operations. The final guarantee expires in 2022. We are not aware of any existing event of default that would require us to satisfy these guarantees. We do not expect that these guarantees will have a material adverse effect on our consolidated financial condition, results of operations, or liquidity.

Indemnities – Our maximum potential exposure under indemnification arrangements, including certain tax indemnifications, can range from a specified dollar amount to an unlimited amount, depending on the nature of the transactions and the agreements. Due to uncertainty as to whether claims will be made or how they will be resolved, we cannot reasonably determine the probability of an adverse claim or reasonably estimate any adverse liability or the total maximum exposure under these indemnification arrangements. We do not have any reason to believe that we will be required to make any material payments under these indemnity provisions.

Gain Contingency – The Company and Santa Fe Pacific Pipelines (SFPP, a subsidiary of Kinder Morgan Energy Partners, L.P.) currently are engaged in a proceeding to resolve the fair market rent payable to us under a 10-year agreement commencing on January 1, 2004, for pipeline easements on our rights-of-way (*Union Pacific Railroad Company vs. Santa Fe Pacific Pipelines, Inc., SFPP, L.P., Kinder Morgan Operating L.P. "D" Kinder Morgan G.P., Inc., et al., Superior Court of the State of California for the County of Los Angeles, filed July 28, 2004*). In February 2007, a trial began to resolve this issue, and, on September 28, 2011, the judge issued a tentative Statement of Decision, which concluded that SFPP owes back rent to us for the years 2004 through 2011. On May 29, 2012, the court entered judgment, awarding us back rent and prejudgment interest. SFPP is appealing the final judgment. A favorable final judgment may materially affect our results of operations in the period of any monetary recoveries; however, due to the uncertainty regarding the amount and timing of any recovery, including the outcome of SFPP's appeal of this judgment or any subsequent proceeding, we consider this a gain contingency and do not reflect any amounts in the Consolidated Financial Statements as of December 31, 2013.

14. Union Pacific Fund for Effective Government

The Corporation, UPRR's parent, is the sponsor of the Union Pacific Fund for Effective Government (the FFEG), a separate segregated fund utilized for political purposes, established and operated in accordance with the Federal Election Campaign Act of 1971, as amended, (the Act). The administrative expenses of the FFEG are paid by the Corporation. UPRR's executive and administrative personnel are solicited annually by the FFEG within the guidelines of the Act and certain executive officers of UPRR are members of the FFEG's managing finance committee.

15. Accounts Receivable

Accounts receivable includes freight and other receivables reduced by an allowance for doubtful accounts. The allowance is based upon historical losses, credit worthiness of customers, and current economic conditions. At December 31, 2013, and 2012, our accounts receivable were reduced by \$1 million and \$4 million, respectively. Receivables not expected to be collected in one year and the associated allowances are classified as other assets in our Consolidated Statements of Financial Position. At December 31, 2013, and 2012, receivables classified as other assets were reduced by allowances of \$22 million and \$33 million, respectively.

Receivables Securitization Facility – We maintain a \$600 million, 364-day receivables securitization facility under which we sell most of its eligible third-party receivables to Union Pacific Receivables, Inc. (UPRI), a wholly-owned, bankruptcy-remote subsidiary that may subsequently transfer, without recourse an undivided interest in accounts receivable to investors. The investors have no recourse to our other assets except for customary warranty and indemnity claims. Our creditors do not have recourse to the assets of UPRI.

The amount outstanding under the facility was \$0 and \$100 million at December 31, 2013, and December 31, 2012, respectively. The facility was supported by \$1.1 billion of accounts receivable as collateral at both December 31, 2013, and December 31, 2012, which, as a retained interest, is included in accounts receivable, net in our Consolidated Statements of Financial Position.

The outstanding amounts we are allowed to maintain under the facility, with a maximum of \$600 million, may fluctuate based on the availability of eligible receivables and is directly affected by business volumes and credit risks, including receivables payment quality measures such as default and dilution ratios. If default or dilution ratios increase one percent, the allowable outstanding amount under the facility would not materially change.

The costs of the receivables securitization facility include interest, which will vary based on prevailing commercial paper rates, program fees paid to banks, commercial paper issuing costs, and fees for unused commitment availability. The costs of the receivables securitization facility are included in interest expense and were \$5 million, \$3 million and \$4 million for 2013, 2012, and 2011, respectively.

In July 2013, the \$600 million receivables securitization facility was renewed for an additional 364-day period at comparable terms and conditions.

200. COMPARATIVE STATEMENT OF FINANCIAL POSITION – EXPLANATORY NOTES - CONTINUED

NOTES TO FINANCIAL STATEMENTS

(This page intentionally left blank)

210. RESULTS OF OPERATIONS
(Dollars in Thousands)

1 Disclose the requested information for respondent pertaining to results of operations for the year.

Cross-checks

2 Report total operating expenses from Schedule 410. Any differences between this schedule and Schedule 410 must be explained on page 18.

Schedule 210

Line 15, col b

Lines 47, 48, 49 col b

Line 50, col b

Schedule 210

= Line 62, col b

= Line 63, col b

= Line 64, col b

3 List dividends from investments accounted for under the cost method on line 19, and list dividends accounted for under the equity method on line 25.

Line 14, col b

Line 14, col d

Line 14, col e

Schedule 410

= Line 620, col h

= Line 620, col f

= Line 620, col g

4 All contra entries should be shown in parenthesis.

Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Freight-related revenue and expenses (d)	Passenger-related revenue and expenses (e)	Line No.
		ORDINARY ITEMS					
		OPERATING INCOME					
		Railway Operating Income					
1		(101) Freight	20,683,780	19,686,015	20,683,780		1
2		(102) Passenger	108,259	103,273		108,259	2
3		(103) Passenger-Related	711	621		711	3
4		(104) Switching	178,285	172,595	178,285		4
5		(105) Water Transfers	22,349	19,026	22,349		5
6		(106) Demurrage	92,064	93,543	92,064		6
7		(110) Incidental	741,582	715,802	741,582		7
8		(121) Joint Facility-Credit	13,992	14,947	13,992		8
9		(122) Joint Facility-Debit					9
10		(501) Railway operating revenues (Exclusive of transfers from government authorities-lines 1-9)	21,841,022	20,805,822	21,732,052	108,970	10
11		(502) Railway operating revenues-transfers from government authorities	94,100	92,392		94,100	11
12		(503) Railway operating revenues-amortization of deferred transfers from government authorities					12
13		TOTAL RAILWAY OPERATING REVENUES (lines 10-12)	21,935,122	20,898,214	21,732,052	203,070	13
14	*	(531) Railway operating expenses	14,765,928	14,407,804	14,565,131	200,797	14
15	*	Net revenue from railway operations	7,169,194	6,490,410	7,166,921	2,273	15
		OTHER INCOME					
16		(506) Revenue from property used in other than carrier operations	40,765	20,430			16
17		(510) Miscellaneous rent income	91,716	90,284			17
18		(512) Separately operated properties-Profit					18
19		(513) Dividend income (cost method)	213	213			19
20		(514) Interest income	2,272	2,000			20
21		(516) Income from sinking and other funds					21
22		(517) Release of premiums on funded debt	411	1,957			22
23		(518) Reimbursements received under contracts and agreements					23
24		(519) Miscellaneous income	43,209	45,801			24
25		Income from affiliated companies: 519					
		a. Dividends (equity method)	31,923	18,139			25
26		b. Equity in undistributed earnings (losses)	74,299	75,576			26
27		TOTAL OTHER INCOME (lines 16-26)	284,808	254,400			27
28		TOTAL INCOME (lines 15, 27)	7,454,002	6,744,810			28
		MISCELLANEOUS DEDUCTIONS FROM INCOME					
29		(534) Expenses of property used in other than carrier operations	12,616	12,615			29
30		(544) Miscellaneous taxes					30
31		(545) Separately operated properties-Loss					31
32		(549) Maintenance of investment organization					32
33		(550) Income transferred under contracts and agreements					33
34		(551) Miscellaneous income charges	38,622	33,921			34
35		(553) Uncollectible accounts					35
36		TOTAL MISCELLANEOUS DEDUCTIONS	51,238	46,536			36
37		Income available for fixed charges	7,402,764	6,698,274			37

210. RESULTS OF OPERATIONS - (Concluded)					
(Dollars in Thousands)					
Line No.	Cross Check	Item (a)	Amount for current year (b)	Amount for preceding year (c)	Line No.
FIXED CHARGES					
38		(546) Interest on funded debt:			38
		(a) Fixed interest not in default	95,137	122,914	
39		(b) Interest in default			39
40		(547) Interest on unfunded debt	879	55,429	40
41		(548) Amortization of discount on funded debt	3,395	3,110	41
42		TOTAL FIXED CHARGES (lines 38-41)	99,411	181,453	42
43		Income after fixed charges (line 37 minus line 42)	7,303,353	6,516,821	43
OTHER DEDUCTIONS					
44		(546) Interest on funded debt:			44
		(c) Contingent interest	7,651	7,731	
UNUSUAL OR INFREQUENT ITEMS					
45		(555) Unusual or infrequent items (debit) credit			45
46		Income (Loss) from continuing operations (before income taxes)	7,295,702	6,509,090	46
PROVISIONS FOR INCOME TAXES					
47	*	(556) Income taxes on ordinary income:			47
		(a) Federal income taxes	1,968,427	1,437,632	
48	*	(b) State income taxes	235,214	171,654	48
49	*	(c) Other income taxes	(86,322)	20,237	49
50	*	(557) Provision for deferred taxes	642,157	823,690	50
51		TOTAL PROVISIONS FOR INCOME TAXES (lines 47-52)	2,759,476	2,453,213	51
52		Income from continuing operations (line 46 minus line 51)	4,536,226	4,055,877	52
DISCONTINUED OPERATIONS					
53		(560) Income or loss from operations of discontinued segments (less applicable income taxes of \$_____)			53
54		(562) Gain or loss on disposal of discontinued segments (less applicable income taxes of \$_____)			54
55		Income before extraordinary items (lines 52 - 54)	4,536,226	4,055,877	55
EXTRAORDINARY ITEMS AND ACCOUNTING CHANGES					
56		(570) Extraordinary items (Net)			56
57		(590) Income taxes on extraordinary items			57
58		(591) Provision for deferred taxes - Extraordinary items			58
59		TOTAL EXTRAORDINARY ITEMS (lines 56-58)			59
60		(592) Cumulative effect of changes in accounting principles (less applicable income taxes of \$_____)			60
61	*	Net income (Loss) (Lines 55 + 59 + 60)	4,536,226	4,055,877	61
RECONCILIATION OF NET RAILWAY OPERATING INCOME (NROI)					
62	*	Net revenues from railway operations	7,169,194	6,490,410	62
63	*	(556) Income taxes on ordinary income (-)	(2,117,319)	(1,629,523)	63
64	*	(557) Provision for deferred income taxes (-)	(642,157)	(823,690)	64
65		Income from lease of road and equipment (-)			65
66		Rent for leased roads and equipment (+)	203	1,863	66
67		Net railway operating income (loss)	4,409,921	4,039,060	67

Note: Line 49 reflects current foreign income taxes and unrecognized tax benefits expense.

NOTES AND REMARKS FOR SCHEDULES 210 AND 220

(This page intentionally left blank)

220. RETAINED EARNINGS

(Dollars in Thousands)

1. Show below the items of Retained Earnings Accounts of the respondent for the year, classified in accordance with the Uniform System of Accounts for Railroad Companies.
2. All contra entries should be shown in parentheses.
3. Show in lines 22 and 23 the amount of assigned Federal income tax consequences for Accounts 606 and 616.
4. Segregate in column (c) all amounts applicable to the equity in undistributed earnings (losses) of affiliated companies based on the equity method of accounting.
5. Line 3 (line 7 if debit balance), column (c), should agree with line 26, column (b), Schedule 210. The total of columns (b) and (c), lines 3 and 7, should agree with line 61 column (b), Schedule 210.
6. Include in column (b) only amounts applicable to retained earnings exclusive of any amounts included in column (c).

Line No.	Cross Check	Item (a)	Retained earnings --- Unappropriated (b)	Equity in undistributed earnings (losses) of affiliated companies (c)	Line No.
1		Balances at beginning of year	21,083,097	905,452	1
2		(601.5) Prior period adjustments to beginning retained earnings			2
		CREDITS			
3		(602) Credit balance transferred from income	4,461,927	112,065	3
4		(603) Appropriations released	811		4
5		(606) Other credits to retained earnings	2,465	1,143	5
6		TOTAL CREDITS	4,465,203	113,208	6
		DEBITS			
7		(612) Debit balance transferred from income		37,766	7
8		(616) Other debits to retained earnings	1,143	2,465	8
9		(620) Appropriations for sinking and other funds	811		9
10		(621) Appropriations for other purposes			10
11		(623) Dividends: Common stock	1,375,000		11
12		Preferred stock (1)			12
13		TOTAL DEBITS	1,376,954	40,231	13
14		Net increase (decrease) during year (line 6 minus line 13)	3,088,249	72,977	14
15		Balances at close of year (lines 1, 2, and 14)	24,171,346	978,429	15
16		Balances from line 15(c)	978,429	N/A	16
17		(798) Total unappropriated retained earnings and equity in undistributed earnings (losses) of affiliated companies at end of year	25,149,775	N/A	17
18		(797) Total appropriated retained earnings:			18
19		Credits during year 811			19
20		Debits during year 811			20
21		Balance at Close of year 811			21
22		Amount of assigned Federal income tax consequences:			22
23		Account 606 \$ _____			23
		Account 616 \$ _____			

(1) If any dividends have not been declared on cumulative preferred stock, give cumulative undeclared dividends at beginning of year and end of year. NONE

230. CAPITAL STOCK

PART I. CAPITAL STOCK
(Dollars in Thousands)

1. Disclose in column (a) the particulars of the various issues of capital stock of the respondent, distinguishing separate issues of any general class, if different in any respect.
2. Present in column (b) the par or stated value of each issue. If none, so state.
3. Disclose in columns (c), (d), (e), and (f) the required information concerning the number of shares authorized, issued, in treasury and outstanding for the various issues.
4. For the purposes of this report, capital stock and other securities are considered to be nominally issued when certificates are signed and sealed and placed with the proper officer for sale and delivery or are pledged or otherwise placed in some special fund of the respondent. They are considered to be actually issued when sold to a bona fide purchaser who holds them free from control by the respondent. All securities actually issued and not reacquired by or for the respondent are considered to be actually outstanding. If reacquired by or for the respondent, and not canceled or retired, they are considered to be nominally outstanding.

Line No.	Class of Stock (a)	Par Value (b)	Number of Shares				Book Value at End of Year		Line No.
			Authorized (c)	Issued (d)	In Treasury (e)	Outstanding (f)	Outstanding (g)	In Treasury (h)	
1	Common								1
2	UP - Common Stock 1/	10.00	9,200	4,465		4,465	\$45		2
3	UP - Class A Stock 1/	10.00	800	388		388	4		3
4									4
5	Preferred								5
6	FRA Preference Shares - Series A	10,000	5,000	4,829		4,829	0		6
7									7
8									8
9									9
10	TOTAL		15,000	9,682		9,682	\$49		10

1/ See note 12 on page 14.

PART II. SUMMARY OF CAPITAL STOCK CHANGES DURING YEAR
(Dollars in Thousands)

1. The purpose of this part is to disclose capital stock changes during the year.
2. Column (a) presents the items to be disclosed.
3. Columns (b), (d), and (f) require disclosures of the number of preferred, common and treasury stock, respectively, applicable to the items presented in column (a).
4. Columns (c), (e), and (g) require the applicable disclosure of the book values of preferred, common, and treasury stock.
5. Disclose in column (h) the additional paid-in capital realized from changes in capital stock during year.
6. Unusual circumstances arising from changes in capital stock changes shall be fully explained in footnotes to this schedule.

Line No.	Items (a)	Preferred Stock		Common Stock		Treasury Stock		Additional Capital \$ (h)	Line No.
		Number of Shares (b)	Amount \$ (c)	Number of Shares (d)	Amount \$ (e)	Number of Shares (f)	Amount \$ (g)		
11	Balance at beginning of year	4,829	\$77	4,853	\$49			\$4,781,906	11
12									12
13	Payments of Preference Shares	0	(74)						13
14	Move to account 764		(3)						14
15									15
16									16
17	Balance at close of year 2/	4,829	\$0	4,853	\$49			\$4,781,906	17

2/ Remaining amount of preferred stock is in account 764 as payment is due within one year.

240. STATEMENT OF CASH FLOWS

(Dollars in Thousands)

Give the information as requested concerning the cash flows during the year. Either direct or indirect method can be used. The direct method shows as its principal components operating cash receipts and payments, such as cash received from customers and cash paid to suppliers and employees, the sum of which is net cash flow from operating activities. The indirect method starts with net income and adjusts it for revenue and expense items that were not the result of operating cash transactions in the current period to reconcile it to net cash flow from operating activities. If direct method is used complete lines 1-41; indirect method complete lines 10-41. Cash for the purpose of this schedule shall include cash and cash equivalents which are short term, highly liquid investments readily convertible to know amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Information about all investing and financing activities which do not directly affect cash shall be separately disclosed in footnotes to this schedule. They shall clearly relate the cash (if any) and noncash aspects of transactions. Examples of noncash investing and transactions include converting debt to equity acquiring assets of assuming directly related liabilities, such as purchasing a building by incurring a mortgage to the seller; obtaining an asset by entering into a capital lease; and exchanging noncash assets or liabilities for other noncash assets or liabilities. Some transactions are part cash and part noncash; only the cash portion shall be reported directly in the statement of cash flows. Refer to FAS Statement No. 95, Statement of Cash Flows, for further details.

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line
1		Cash received from operating revenues			1
2		Dividends received from affiliates			2
3		Interest received			3
4		Other income			4
5		Cash paid for operating expenses			5
6		Interest paid (net of amounts capitalized)			6
7		Income taxes paid			7
8		Other - net			8
9		NET CASH PROVIDED BY OPERATING ACTIVITIES (lines 1 through 8)			9

RECONCILIATION OF NET INCOME TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
10		Income from continuing operations	4,536,226	4,055,877	10

ADJUSTMENTS TO RECONCILE INCOME FROM CONTINUING OPERATIONS TO NET CASH PROVIDED BY OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
11		Loss (gain) on sale or disposal of tangible property and investments	(31,040)	(28,616)	11
12		Depreciation and amortization expenses	2,007,543	1,981,023	12
13		Provision for Deferred Income Taxes	642,157	823,690	13
14		Net decrease (increase) in undistributed earnings (losses) of affiliates	(74,299)	(75,576)	14
15		Decrease (increase) in accounts receivable	(110,930)	7,904	15
16		Decrease (increase) in material and supplies and other current assets	70,729	(56,918)	16
17		Increase (decrease) in current liabilities other than debt	82,631	(133,624)	17
18		Increase (decrease) in other - net	(517,382)	(306,998)	18
19		Net cash provided from continuing operations (Lines 10-18)	6,605,635	6,266,762	19
20		Add (Subtract) cash generated (paid) by reason of discontinued operations and extraordinary items			20
21		NET CASH PROVIDED FROM OPERATING ACTIVITIES (lines 19 and 20)	6,605,635	6,266,762	21

CASH FLOWS FROM INVESTING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
22		Proceeds from sale of property	98,119	80,493	22
23		Capital expenditures	(3,495,380)	(3,738,567)	23
24		Net change in temporary cash investments not qualifying as cash equivalents	0	0	24
25		Proceeds from sale/repayment of investment and advances	22	33	25
26		Purchase price of long-term investment and advances	(1,396,819)	(14,955)	26
27		Net decrease (increase) in sinking and other special funds	4,205	104	27
28		Other - net	1,358,115	25,071	28
29		NET CASH USED IN INVESTING ACTIVITIES (lines 22 through 28)	(3,431,738)	(3,647,821)	29

(Continued on next page)

240. STATEMENT OF CASH FLOWS - Concluded
(Dollars in Thousands)

CASH FLOWS FROM OPERATING ACTIVITIES

Line No.	Cross Check	Description (a)	Current Year (b)	Prior Year (c)	Line No.
CASH FLOWS FROM FINANCING ACTIVITIES					
30		Proceeds from issuance of long-term debt	300,000	0	30
31		Principle payments of long-term debt	(600,071)	(208,551)	31
32		Proceeds from issuance of capital stock			32
33		Purchase price of acquiring treasury stock			33
34		Cash dividends paid	(1,375,000)	(1,180,000)	34
35		Other - net	(1,392,919)	(1,250,404)	35
36		NET CASH FROM FINANCING ACTIVITIES (lines 30 through 35)	(3,067,990)	(2,638,955)	36
37		NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS (lines 21, 29 & 36)	105,907	(20,014)	37
38		Cash and cash equivalents at beginning of the year	273,971	293,985	38
39		CASH AND CASH EQUIVALENTS AT END OF THE YEAR (lines 37 & 38)	379,878	273,971	39
		Footnotes to Schedule 240 Cash paid during the year for:			
40		Interest (net of amount capitalized)*	(121,000)	(144,000)	40
41		Income taxes (net of refunds) *	(1,973,000)	(1,719,000)	41

* Only applies if indirect method is adopted.

NOTES AND REMARKS

Non-cash capital investments accrued but not yet paid were \$133,000 and \$136,000 in 2013 and 2012, respectively.

Non-cash capital lease financings were \$39,000 and \$290,000 in 2013 and 2012, respectively.

245. WORKING CAPITAL

(Dollars in Thousands)

1. This schedule should include only data pertaining to railway transportation services.

2. Carry out calculation of lines 9, 10, 20 and 21 to the nearest whole number.

Line No.	Item (a)	Source	Amount (b)	Line No.
CURRENT OPERATING ASSETS				
1	Interline and Other Balances (705)	Schedule 200, line 5, column b	102,463	1
2	Customers (706)	Schedule 200, line 6, column b	1,122,484	2
3	Other (707)	Note A	67,699	3
4	TOTAL CURRENT OPERATING ASSETS	Line 1 + 2+ 3	1,292,646	4
OPERATING REVENUE				
5	Railway Operating Revenue	Schedule 210, line 13, column b	21,935,122	5
6	Rent Income	Note B	145,290	6
7	TOTAL OPERATING REVENUES	Lines 5 + 6	22,080,412	7
8	Average Daily Operating Revenues	Line 7 divided by 360 days	61,334	8
9	Days of Operating Revenue in Current Operating Assets	Line 4 divided by line 8	21	9
10	Revenue Delay Days Plus Buffer	Line 9 + 15 days	36	10
CURRENT OPERATING LIABILITIES				
11	Interline and Other Balances (752)	Schedule 200, line 31, column b	32,265	11
12	Audited Accounts and Wages Payable (753)	Note A	155,791	12
13	Accounts Payable - Other (754)	Note A	43,528	13
14	Other Taxes Accrued (761.5)	Note A	499,742	14
15	TOTAL CURRENT OPERATING LIABILITIES	Sum of lines 11 to 14	731,326	15
OPERATING EXPENSES				
16	Railway Operating Expenses	Schedule 210, line 14, column b	14,765,928	16
17	Depreciation	Schedule 410, lines 136, 137, 138, 213, 232, 317, column h	2,007,543	17
18	Cash Related Operating Expenses	Line 16 + line 6 - line 17	12,903,675	18
19	Average Daily Expenditures	Line 18 divided by 360 days	35,844	19
20	Days of Operating Expenses in Current Operating Liabilities	Line 15 divided by line 19	20	20
21	Days of Working Capital Required	Line 10 - Line 20 (Note C)	16	21
22	Cash Working Capital Required	Line 21 x line 19	573,504	22
23	Cash and Temporary Cash Balance	Schedule 200, line 1 + line 2, column b	596,199	23
24	Cash Working Capital Allowed	Lesser line 22 and line 23	573,504	24
MATERIALS AND SUPPLIES				
25	Total Material and Supplies (712)	Note A	652,661	25
26	Scrap and Obsolete Material included in Acct. 712	Note A	3,863	26
27	Materials and Supplies held for Common Carrier Purposes	Line 25 - line 26	648,798	27
28	TOTAL WORKING CAPITAL	Line 24 + line 27	1,222,302	28

NOTES:

(A) Use common carrier portion only. Common carrier refers to railway transportation service.

(B) Rent Income is the sum of Schedule 410, column h, lines 121, 122, 123, 127, 128, 129, 133, 134, 135, 208, 210, 212, 227, 229, 231, 312, 314, and 316. Rent income is added to railway operating revenues to produce total revenues. Rent income is also added to total operating expenses to exclude the rent revenue items from operating expense.

(C) If result is negative, use zero.

NOTES AND REMARKS

Note to Schedule 310 on pages 26 - 29Lien References

(A) All securities are pledged as security for the First Mortgage with Boatmen's National Bank of St. Louis, Trustee; also, under the General Mortgage, with Manufacturers Hanover Trust Company, Trustee.

(B) Securities are deposited with the Trustees of the Mortgages as further assurance of performance of the Operating Agreements.

(C) Companies Under Joint Control

Company (UPRR Ownership)	Other Parties	
Alameda Belt Line (50%)	BNSF (50%)	
Belt Railway of Chicago (8.33%)	NS (25.00%)	CSX (25.00%)
	BNSF (16.67%)	CN (16.67%)
	CP (8.33%)	
Brownsville & Matamoros Bridge Co. (50%)	Gobierno de Estados Unidos Mexicanos (50%)	
Grupo Ferroviario Mexicano (26%)	Mexican Consortium (74%)	
Helm Pacific Leasing (50%)	Helm Financial Corporation (50%)	
Houston Belt & Terminal Ry (50%)	BNSF (50%)	
Kansas City Terminal Ry Co. (41.67%)	BNSF (25.00%)	KCS (16.67%)
	CP (8.33%)	NS (8.33%)
Longview Switching Co (50%)	BNSF (50%)	
MT Properties, Inc. (42.1%)	BNSF (43.3%)	CP (14.6%)
Oakland Terminal Railway (50%)	BNSF (50%)	
Peoria and Pekin Union Railway (12.50%)	CN (46.86%)	NS (40.64%)
St. Joseph Terminal RR Co (50%)	BNSF (50%)	
Sunset Railway Co. (50%)	BNSF (50%)	
Terminal Railroad Association of St. Louis (42.84%)	BNSF (14.29%)	CN (14.29%)
	CSX (14.29%)	NS (14.29%)
TTX (36.79%)	BNSF (17.30%)	FXE (0.63%)
	CN (3.14%)	KCS (0.63%)
	CP (1.57%)	Pan Am (0.63%)
	CSX (19.65%)	NS (19.65%)
Wichita Union Terminal Railway Company (33.33%)	BNSF (66.67%)	
<u>Wholly-owned companies that have a joint interest in subsidiaries</u>		
PTC-220 (Ekanet 14.29%)	BNSF (14.29%)	CN (14.29%)
	CP (14.29%)	CSX (14.29%)
	KCS (14.29%)	NS (14.29%)
MeteorComm (Ekanet 25%)	BNSF (25%)	NS (25%)
	CSX (25%)	

GENERAL INSTRUCTIONS CONCERNING RETURNS IN SCHEDULES 310, 310A

1. Schedule 310 should give particulars of stocks, bonds, other secured obligations, unsecured notes, and investment advances of affiliated companies held by respondent at close of year. Also, disclose the investments made, disposed of, and written down during the year and the applicable dividends and interest credited to income as a result of those investments. They should exclude securities issued or assumed by respondent. For definitions of affiliated companies, see the rules governing Account No. 721 "Investments and advances; affiliated companies," in the Uniform System of Accounts for Railroad Companies.

2. List the investments in the following order and show a total for each group and each class of investments by accounts in numerical order:

- | | |
|-----|---|
| (A) | Stocks |
| (1) | Carriers-active |
| (2) | Carriers-inactive |
| (3) | Noncarriers-active |
| (4) | Noncarriers-inactive |
| (B) | Bonds (including U.S. Government Bonds) |
| (C) | Other secured obligations |
| (D) | Unsecured notes |
| (E) | Investment advances |

3. The subclassification of classes (B), (C), (D), and (E) should be the same as that provided for class (A).
4. The kinds of industry represented by respondent's investments in the securities of other companies should be shown by symbol opposite the names of the issuing corporations, the symbols and industrial classifications to be as follows:

Symbol	Kind of Industry
I	Agriculture, forestry, and fisheries
II	Mining
III	Construction
IV	Manufacturing
V	Wholesale and retail trade
VI	Finance, insurance, and real estate
VII	Transportation, communications, and other public utilities
VIII	Services
IX	Government
X	All other

5. By carriers, as the term is used here, is meant companies owning or operating railroads, facilities auxiliary thereto such as bridges, ferries, union depots, and other terminal facilities, sleeping cars, parlor cars, dining cars, freight cars, express service and facilities, electric railways, highway motor vehicles, steamboats and other marine transportation equipment, pipe lines (other than those for transportation of water), and other instrumentalities devoted to the transportation of persons or property for hire. Telegraph and telephone companies are not meant to be included.
6. Noncarrier companies should, for the purpose of these schedules, include telephone companies, telegraph companies, mining companies, manufacturing companies, hotel companies, etc. Purely "holding companies" are to be classed as noncarrier companies, even though the securities held by such companies are largely or entirely those issued or assumed by carriers.
7. By an active corporation is meant one which maintains an organization for operating property or administering its financial affairs. An inactive corporation is one which has been practically absorbed in a controlling corporation and which neither operates property nor administers its financial affairs; if it maintains an organization it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.
8. Combine, in one amount, investments in which the original cost or present equity in total assets is less than \$10,000.
9. Include investments in unincorporated entities such as lessee organizations. Exclude amounts normally settled on a current basis.
10. Do not include the value of securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, disclose in footnotes the name and extent of control of the other controlling entities.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES

(Dollars in Thousands)

1. Give particulars of investments in stocks, bonds, other secured obligations, unsecured notes, and investment advances of companies affiliated with respondent, included in accounts Nos. 715, "Sinking Funds"; 716, "Capital Funds"; 721, "Investments and Advances Affiliated Companies"; and 717, "Other Funds."
2. Entries in this schedule should be made in accordance with the definitions and general instructions given on page 25, classifying the investments by means of letters, figures, and symbols in columns (a), (b), and (c).
3. Indicate by means of an arbitrary mark in column (d) the obligation in support of which any security is pledged, mortgaged, or otherwise encumbered, giving names and other important particulars of such obligations in footnotes.
4. Give totals for each class and for each subclass and a grand total for each account.
5. Entries in column (d) should show date of maturity of bonds and other evidences of indebtedness. In case obligations of the same designation mature serially, the date in column (d) may be reported as "Serially ____ to ____." Abbreviations in common use in standard financial publications may be used to conserve space.

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
1	721	A1	VII	STOCKS - CARRIERS ACTIVE		1
2						2
3				Belt Railway of Chicago	8.3	3
4				Brownsville & Matamoros Bridge Co. (A)	50.0	4
5				Grupo Ferroviario Mexicano	26.0	5
6				Houston's Belt & Terminal Ry. (A) (B)	50.0	6
7				Kansas City Terminal Ry. (A) (B)	41.7	7
8				Longview Switching Co.	50.0	8
9				MT Properties, Inc.	42.1	9
10				Terminal Railroad Association of St. Louis	42.8	10
11				TTX	36.8	11
12						12
13						13
14						14
15						15
16	721	A3		STOCKS - NONCARRIERS - ACTIVE		16
17						17
18			VI	Helm Pacific Leasing	50.0	18
19			X	PTC-220, LLC	14.3	19
20			X	MeteorComm, LLC	25.0	20
21						21
22						22
23				TOTAL CLASS A		23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31						31
32						32
33						33
34						34
35						35
36						36

Kind of Industry in Column (c) is VII unless noted.

(A) (B) Lien references as described on page 24.

Note: Companies under joint control are listed on pg. 24.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)

(Dollars in Thousands)

6. In any of the companies included in this schedule are controlled by respondent the percent of control should be shown in column (3). In case any company listed is controlled other than through actual ownership of securities, give particulars in a footnote. In case of joint control, give names of other parties and particulars of control.
7. If any advances reported are pledged, give particulars in a footnote.
8. Investments in companies in which neither the original cost or present equity in total assets are less than \$10,000 may be combined in one figure.
9. Also included should be investments in unincorporated entities such as lessee organizations (exclusive of amounts nominally settled on a current basis).
10. This schedule should not include securities issued or assumed by respondent.
11. For affiliates which do not report to the Surface Transportation Board and are jointly owned, give names and extent of control by other entities by footnotes.

Line No.	Investments and Advances				Disposed of: profit(loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
1								1
2								2
3	260			260				3
4	325			325				4
5	81,688			81,688				5
6	13			13				6
7	917			917				7
8	1			1				8
9	664			664				9
10	6			6				10
11	138,231			138,231				11
12								12
13								13
14								14
15								15
16								16
17								17
18	498			498				18
19	4,551	752		5,303				19
20	46,271	10,601		56,872				20
21								21
22								22
23	273,425	11,353	0	284,778				23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Continued)
(Dollars in Thousands)

Line No.	Account No. (a)	Class No. (b)	Kind of Industry (c)	Name of issuing company and also lien reference, if any (include rate for preferred stocks and bonds) (d)	Extent of Control (e)	Line No.
37						37
38	721	D3		UNSECURED NOTES - NONCARRIERS - ACTIVE		38
39						39
40			X	Union Pacific Corporation - Net		40
41						41
42				TOTAL CLASS D		42
43						43
44						44
45	721	E1	VII	INVESTMENT ADVANCES - CARRIERS - ACTIVE		45
46						46
47						47
48				Houston Belt & Terminal Ry.		48
49				Kansas City Terminal Ry. Co.		49
50				Port Terminal Railroad Association		50
51				Wichita Terminal		51
52						52
53				TOTAL CLASS E		53
54						54
55						55
56						56
57						57
58						58
59						59
60						60
61						61
62						62
63						63
64						64
65						65
66						66
67						67
68						68
69						69
70						70
71						71
72						72
73						73
74						74
75						75
76						76
77						77
78						78
79						79
80						80
81						81
82						82
83						83
84						84
85				TOTAL ACCOUNT 721		85

Kind of Industry in Column (c) is VII unless noted otherwise.

310. INVESTMENTS AND ADVANCES AFFILIATED COMPANIES - (Concluded)
(Dollars in Thousands)

Line No.	Investments and Advances				Disposed of: profit (loss) (j)	Adjustments Acct. 721.5 (k)	Dividends or interest credited to income (l)	Line No.
	Opening Balance (f)	Additions (g)	Deductions (if other than sale, explain) (h)	Closing Balance (i)				
37								37
38								38
39								39
40	259,098	1,381,355		1,640,453				40
41								41
42	259,098	1,381,355	0	1,640,453				42
43								43
44								44
45								45
46								46
47								47
48	31,901	4,026		35,927				48
49	15,583		(22)	15,561				49
50	1,135	85		1,220				50
51	120			120				51
52								52
53	48,739	4,111	(22)	52,828				53
54								54
55								55
56								56
57								57
58								58
59								59
60								60
61								61
62								62
63								63
64								64
65								65
66								66
67								67
68								68
69								69
70								70
71								71
72								72
73								73
74								74
75								75
76								76
77								77
78								78
79								79
80								80
81								81
82								82
83								83
84								84
85	581,262	1,396,819	(22)	1,978,059				85

310A. INVESTMENTS IN COMMON STOCKS OF AFFILIATED COMPANIES

(Dollars in Thousands)

Undistributed Earnings From Certain Investments in Affiliated Companies

1. Report below the details of all investments in common stocks included in Account 721, Investments and Advances Affiliated Companies.
2. Enter in column (c) the amount necessary to retroactively adjust those investments. (See instructions 5-2, Uniform System of Accounts.)
3. Enter in column (d) the share of undistributed earnings (i.e., dividends) or losses.
4. Enter in column (e) the amortization for the year of the excess of cost over equity in net assets (equity over cost) at date of acquisition.
5. For definitions of "carrier" and "noncarrier," see general instructions.

Line No.	Name of issuing company and description of security held (a)	Balance at beginning of year (b)	Adjustment for investments equity method (c)	Equity in undistributed earnings (losses) during year (d)	Amortization during year (e)	Adjustment for investments disposed of or written down during year (f)	Balance at close of year (g)	Line No.
1	CARRIERS: (List specifics for each company) Belt Ry. of Chicago	438					438	1
2	Brownsville & Matamoros Bridge Co.	3,290	(7)	(339)			2,944	2
3	Grupo Ferrocarril Mexicano	251,386	(1,335)	41,517			291,568	3
4	Houston Belt & Terminal Rwy.	14,046		16			14,062	4
5	Kansas City Terminal Rwy.	(8,025)		309			(7,716)	5
6	MT Properties	1,058		42			1,100	6
7	Terminal RR Assn. of St. Louis	40,914	425	2,519			43,858	7
8	TTX	585,194	(1,123)	31,360			615,431	8
9	Sunset Railway	26		927			953	9
10								10
11								11
12	TOTAL CARRIER	888,327	(2,040)	76,351	0	0	962,638	12
13								13
14								14
15								15
16								16
17	NONCARRIER: (List specifics for each company)							17
18	Helm Pacific Leasing	30,650	718	3,452			34,820	18
19	PTC-220, LLC	734					734	19
20	MeteorComm, LLC	(14,259)		(5,504)			(19,763)	20
21	TOTAL NONCARRIER	17,125	718	(2,052)	0	0	15,791	21
22								22
23								23
24								24
25								25
26								26
27								27
28								28
29								29
30								30
31								31
32								32
33								33
34								34
35								35
36								36
37								37
38								38
39								39
40								40
41								41
42								42
43								43
44								44
45	TOTAL EQUITY	905,452	(1,322)	74,299	0	0	978,429	45

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 330

1. Give particulars of balances at the beginning and close of the year and of all changes during the year in Account No. 731, "Road and Equipment Property" and Account No. 732, "Improvements on Leased Property" classified by primary accounts in accordance with the Uniform System of Accounts for Railroad Companies. The balances, by primary accounts, should, insofar as known, be stated in column (b) and all changes made during the year should be analyzed in columns (c) to (f), inclusive. Column (g) should be the net of the amounts in columns (c) through (f). Column (h) is the aggregate of columns (b) through (f), inclusive. Grand totals of columns (b) and (h) should equal the sum of Accounts 731 and 732 for the respective periods; if not, a full explanation should be made in a footnote.
2. In column (c), show disbursements made for the specific purpose of purchasing, constructing, and equipping new lines, and for the extension of old lines, as provided for in Instruction 2-1, "Items to be charged" in the Uniform System of Accounts for Railroad Companies for such items.
3. In column (d), show the cost of a railway or portion thereof, acquired as an operating entity or system by purchase, merger, consolidation, reorganization, receivership sale or transfer, or otherwise.
4. Columns (c) and (e) should include all entries covering expenditures for additions and betterments, as defined, whether or not replacing other property.
5. All credits representing property sold, abandoned, or otherwise retires should be shown in column (f).
6. Both the debit and credit involved in each transfer, adjustment, or clearance, between road and equipment accounts, should be included in the column in which the item was initially included. Also, the transfer of prior years' debits or credits from investment in road and equipment to operating expenses or other accounts, or vice versa, should be included in the column applicable to current items of like nature. Each such transfer, adjustment, or clearance should be fully explained when in excess of \$100,000.
7. If during the year an individual charge of \$100,000 or more was made to Account No. 2, "Land for Transportation Purposes," state the cost, location, area, and other details which will identify the property in a footnote.
8. Report on line 29, amounts not included in the primary road accounts. The items reported should be briefly identified and explained under "Notes and Remarks," below. Amounts should be reported on this line only under special circumstances, usually after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining the amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.
9. If during the year a segment of transportation property was acquired, state in a footnote the name of the vendor, the mileage acquired, and the date of acquisition, giving location and cost of the property to the respondent. Also furnish a statement of the amount included in each primary account representing such property acquired, referring to the column or columns in which the entries appear.
10. If an amount of less than \$5,000 is used as the minimum for additions and betterments to property investment accounts as provided for in Instruction 2-2 of the Uniform System of Accounts for Railroad Companies, state the amount used in a footnote.

NOTES AND REMARKS

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Continued

(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditure during the Year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines, lines reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	4,735,596			1
2		(3) Grading	3,031,618			2
3		(4) Other, right-of-way expenditures	94,696			3
4		(5) Tunnels and subways	360,484			4
5		(6) Bridges, trestles, and culverts	3,174,171			5
6		(7) Elevated structures	0			6
7		(8) Ties	8,404,011			7
8		(9) Rail and other track material	13,220,174			8
9		(11) Ballast	4,398,819			9
10		(13) Fences, snowsheds and signs	85,486			10
11		(16) Station and office buildings	626,892			11
12		(17) Roadway buildings	38,714			12
13		(18) Water stations	7,976			13
14		(19) Fuel stations	172,133			14
15		(20) Shops and enginehouses	497,221			15
16		(22) Storage warehouses	984			16
17		(23) Wharves and docks	34,677			17
18		(24) Coal and ore wharves	1,157			18
19		(25) TOFC/COFC terminals	956,496			19
20		(26) Communication systems	482,683			20
21		(27) Signals and interlockers	3,445,462			21
22		(29) Power plants	0			22
23		(31) Power-transmission systems	124,149			23
24		(35) Miscellaneous structures	20,640			24
25		(37) Roadway machines	654,617			25
26		(39) Public improvements-construction	840,470			26
27		(44) Shop machinery	199,598			27
28		(45) Power-plant machinery	0			28
29		Other lease/rentals	0			29
30		TOTAL EXPENDITURES FOR ROAD	45,608,924	0	0	30
31		(52) Locomotives	7,296,915			31
32		(53) Freight train cars	1,986,779			32
33		(54) Passenger train cars	0			33
34		(55) Highway revenue equipment	355,034			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	169,024			36
37		(58) Miscellaneous equipment	11,335			37
38		(59) Computer systems and word processing equipment	585,586			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	10,404,673	0	0	39
40		(76) Interest during construction	43,295			40
41		(80) Other elements of investment	0			41
42		(90) Construction work in progress	801,277			42
43		GRAND TOTAL	56,858,169	0	0	43

330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Concluded
(Dollars in Thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		37,732	20,864	16,868	4,752,464	1
2		29,078	27,308	1,770	3,033,388	2
3		4,457	1,891	2,566	97,262	3
4		1,039	2,711	(1,672)	358,812	4
5		147,489	31,246	116,243	3,290,414	5
6		0	0	0	0	6
7		472,979	91,769	381,210	8,785,221	7
8		898,871	257,516	641,355	13,861,529	8
9		268,652	46,138	222,514	4,621,333	9
10		3,357	(765)	4,122	89,608	10
11		25,294	1,707	23,587	650,479	11
12		253	(4)	257	38,971	12
13		0	(139)	139	8,115	13
14		144,804	780	144,024	316,157	14
15		15,347	(4,799)	20,146	517,367	15
16		0	0	0	984	16
17		2,397	0	2,397	37,074	17
18		0	61	(61)	1,096	18
19		22,272	1,823	20,449	976,945	19
20		53,198	7,251	45,947	528,630	20
21		431,574	182,753	248,821	3,694,283	21
22		0	(8)	8	8	22
23		20,180	187	19,993	144,142	23
24		11	(2)	13	20,653	24
25		47,880	36,268	11,612	666,229	25
26		44,752	5,822	38,930	879,400	26
27		5,727	2,953	2,774	202,372	27
28		0	0	0	0	28
29		0	0	0	0	29
30		2,677,343	713,331	1,964,012	47,572,936	30
31		512,590	291,161	221,429	7,518,344	31
32		181,956	87,178	94,778	2,081,557	32
33		0	0	0	0	33
34		27,742	7,441	20,301	375,335	34
35		0	0	0	0	35
36		5,259	3,995	1,264	170,288	36
37		4,482	800	3,682	15,017	37
38		138,446	51,345	87,101	672,687	38
39		870,475	441,920	428,555	10,833,228	39
40		0	8	(8)	43,287	40
41		0	0	0	0	41
42		151,061	(1,609)	152,670	953,947	42
43		3,698,879	1,153,650	2,545,229	59,403,398	43

332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS
(Dollars in Thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing that total by the total depreciation base for the same month. The depreciation base should not include cost of equipment used, but not owned, when the rents are included in rent for equipment and account nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include cost of equipment owned and leased to others when the rents there from are included in the rent for equipment, accounts nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00., inclusive. Composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give particulars in a footnote.
2. All leased property may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore is included in accounts nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.		Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
			Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
			1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
		ROAD							
1	(3) Grading	3,029,010	3,025,178	1.16				1	
2	(4) Other right-of-way expenditures	94,624	98,129	2.56				2	
3	(5) Tunnels and subways	360,477	358,932	0.85				3	
4	(6) Bridges, trestles and culverts	3,173,191	3,264,965	1.41				4	
5	(7) Elevated structures	0	0	0.00				5	
6	(8) Ties	8,391,863	8,749,849	4.65				6	
7	(9) Rail and other track material	13,192,158	13,770,225	3.93				7	
8	(11) Ballast	4,394,826	4,597,481	2.94				8	
9	(13) Fences, snowsheds and signs	85,446	88,048	1.69				9	
10	(16) Station and office buildings	625,863	640,718	3.27				10	
11	(17) Roadway buildings	38,715	38,737	3.09				11	
12	(18) Water stations	7,976	8,103	2.63				12	
13	(19) Fuel stations	171,504	174,616	3.23				13	
14	(20) Shops and enginehouses	497,045	515,970	2.15				14	
15	(22) Storage warehouses	984	984	2.00				15	
16	(23) Wharves and docks	34,677	34,677	3.33				16	
17	(24) Coal and ore wharves	1,157	1,101	2.56				17	
18	(25) TOFC/COFC terminals	955,858	974,190	2.70				18	
19	(26) Communications systems	481,648	522,429	3.23				19	
20	(27) Signals and interlockers	3,423,063	3,658,104	3.85				20	
21	(29) Power plants	0	0	0.00				21	
22	(31) Power transmission systems	123,748	142,985	2.27				22	
23	(35) Miscellaneous structures	20,640	20,653	2.50				23	
24	(37) Roadway machines	654,617	644,090	5.94				24	
25	(39) Public improvements - construction	839,392	876,565	2.13				25	
26	(44) Shop machinery	198,854	201,618	3.68				26	
27	(45) Power plant machinery	0	0	0				27	
28	All other road accounts	0	0	0				28	
29	Amortization (other than def. projects)	0	0	0				29	
30	TOTAL ROAD	40,797,336	42,408,347	3.56				30	
		EQUIPMENT							
31	(52) Locomotives	7,213,645	7,493,399	6.02				31	
32	(53) Freight train cars	1,961,993	2,040,276	3.18				32	
33	(54) Passenger train cars	0	0	0.00				33	
34	(55) Highway revenue equipment	355,103	375,348	7.00				34	
35	(56) Floating equipment	0	0	0.00				35	
36	(57) Work equipment	168,999	169,984	2.65				36	
37	(58) Miscellaneous equipment	11,106	14,356	8.21				37	
38	(59) Computer systems & WP equipment	569,985	634,499	13.19				38	
39	TOTAL EQUIPMENT	10,280,831	10,727,862	5.82				39	
40	GRAND TOTAL	51,078,167	53,136,209	N/A			N/A	40	

Note: New Equipment depreciation rates were authorized by the Surface Transportation Board effective January 1, 2013.

335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED
(Dollars in Thousands)

1. Disclose the required information regarding credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property," during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credit - Equipment" accounts and "Other Rents - Credit - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" accounts and Other Rents - Debit - Equipment accounts. (See Schedule 351 for accumulated depreciation to road and equipment owned and leased to others.)
2. If any data are included in columns (d) or (f), explain the entries in detail.
3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."
4. If there is any inconsistency between credits to reserves as shown in column (c) and charges to operating expenses, a full explanation should be given.
5. Include authorized amortization amounts in column (c) on the lines for the affected accounts.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	413,425	45,373	0	27,358	0	431,440	1
2		(4) Other right-of-way expenditures	26,919	2,384	0	564	0	28,739	2
3		(5) Tunnels and subways	34,285	4,003	0	2,711	0	35,577	3
4		(6) Bridges, trestles and culverts	352,004	66,374	0	31,453	0	386,925	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	3,118,670	403,356	0	142,464	0	3,379,562	6
7		(9) Rail and other track material	5,339,358	520,844	0	243,877	0	5,616,325	7
8		(11) Ballast	1,059,504	132,213	0	52,732	0	1,138,985	8
9		(13) Fences, snowsheds and signs	15,940	1,547	0	(747)	0	18,234	9
10		(16) Station and office buildings	195,201	21,931	0	1,705	0	215,427	10
11		(17) Roadway buildings	25,498	1,223	0	8	0	26,713	11
12		(18) Water stations	6,636	86	0	(142)	0	6,864	12
13		(19) Fuel stations	83,479	5,498	0	780	0	88,197	13
14		(20) Shops and enginehouses	180,848	6,107	0	(4,808)	0	191,763	14
15		(22) Storage warehouses	417	11	0	(6)	0	434	15
16		(23) Wharves and docks	16,997	618	0	(341)	0	17,956	16
17		(24) Coal and ore wharves	424	104	0	61	0	467	17
18		(25) TOFC/COFC terminals	251,118	25,110	0	1,716	0	274,512	18
19		(26) Communications systems	145,846	16,515	0	7,229	0	155,132	19
20		(27) Signals and interlockers	313,853	160,115	0	182,722	0	291,246	20
21		(29) Power plants	0	0	0	(6)	0	6	21
22		(31) Power transmission systems	19,506	3,056	0	181	0	22,381	22
23		(35) Miscellaneous structures	9,249	495	0	(21)	0	9,765	23
24		(37) Roadway machines	222,644	22,989	0	7,315	0	238,318	24
25		(39) Public improvements - const.	190,032	17,790	0	5,820	0	202,002	25
26		(44) Shop machinery	78,715	7,129	0	1,636	0	84,208	26
27		(45) Power plant machinery	0	0	0	0	0	0	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	12,100,568	1,464,871	0	704,261	0	12,861,178	30
		EQUIPMENT							
31		(52) Locomotives	3,320,668	395,776	0	235,908	0	3,480,536	31
32		(53) Freight train cars	1,015,594	42,197	0	60,203	0	997,588	32
33		(54) Passenger train cars	0	0	0	0	0	0	33
34		(55) Highway revenue equipment	51,420	29,766	0	1,967	0	79,219	34
35		(56) Floating equipment	0	0	0	0	0	0	35
36		(57) Work equipment	37,375	534	0	(1,415)	0	39,324	36
37		(58) Miscellaneous equipment	45	1,155	0	816	0	384	37
38		(59) Computer systems & WP equip.	242,707	73,244	0	51,323	0	264,628	38
39		Amortization Adjustments	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	4,667,809	542,672	0	348,802	0	4,861,679	40
41		GRAND TOTAL	16,768,377	2,007,543	0	1,053,063	0	17,722,857	41

1/ Column (c) includes a reduction for costs charged to capital projects.

339. ACCRUED LIABILITY -- LEASED PROPERTY
(Dollars in Thousands)

1. Disclose the required information relating to credits and debits of Account 772, "Accrued Liability Leased Property," during the year concerning road and equipment leased from others.
2. In column (c), enter amounts charged to operating expenses; in column (e), enter debits to account arising from retirements; in column (f), enter amounts paid to lessor.
3. Any inconsistencies between credits to account, charges to operating expenses and payments to lessors should be fully explained.
4. Required disclosure may be omitted if leased road and equipment property represents 5% or less of total property owned and used.
5. If settlement for depreciation is made currently between lessee and lessor, and no debits or credits to Account No. 772 are made by the accounting company, show in column (c) the charges to operating expenses, and in column (f) show payments made to the lessor in settlement thereof.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties							6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs		Not Applicable					9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		Amortization (Adjustments)							29
30		TOTAL ROAD							30
		EQUIPMENT							
31		(52) Locomotives							31
32		(53) Freight-train cars							32
33		(54) Passenger-train cars							33
34		(55) Highway revenue equipment							34
35		(56) Floating equipment							35
36		(57) Work equipment							36
37		(58) Miscellaneous equipment							37
38		(59) Computer systems and word processing equipment							38
39		Amortization (Adjustments)							39
40		TOTAL EQUIPMENT							40
41		GRAND TOTAL							41

* To be reported with equipment expenses rather than W&S expenses.

340. DEPRECIATION BASE AND RATES -- IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

1. Show in column (b) for each primary account the depreciation base used in computing the depreciation charges for the month of January, and in column (c) show the depreciation base used in computing the depreciation charges for the month of December, in column (d) show the composite rates used to compute depreciation charges for December, and on lines 30 and 40 of these columns show the composite percentage of all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December and dividing the total so computed by the total depreciation base for the same month. This schedule should include only improvements to leased property charged to Account 732, "Improvements on Leased Property." The composite rates used should be those prescribed or authorized by the Board, except that where the authorized by the Board except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give particulars in a footnote.
2. All improvements to leased properties may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 41, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material				7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings	Not Applicable			10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouse				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery*				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	Amortization (Adjustments)				29
30	TOTAL ROAD				30
	EQUIPMENT				
31	(52) Locomotives				31
32	(53) Freight-train cars				32
33	(54) Passenger-train cars				33
34	(55) Highway revenue equipment				34
35	(56) Floating equipment				35
36	(57) Work equipment				36
37	(58) Miscellaneous equipment				37
38	(59) Computer systems and word processing equipment				38
39	Amortization Adjustments				39
40	TOTAL EQUIPMENT				40
41	GRAND TOTAL				41

* To be reported with equipment expense rather than W&S expenses.

342. ACCUMULATED DEPRECIATION -- IMPROVEMENTS TO ROAD AND EQUIPMENT LEASED FROM OTHERS
(Dollars in Thousands)

1. Enter the required information concerning debits and credits to Account 733, "Accumulated Depreciation -- Improvements on Leased Property," during the year relating to improvements made to road and equipment property leased from others, the depreciation charges for which are included in operating expenses of the respondent.
2. If any entries are made for column (d) "Other credits" or column (f) "Other debits," state the facts occasioning such entries on page 39. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
3. Any inconsistency between the credits to the reserve as shown in column (c) and the charges to operating expenses should be fully explained on page 39.
4. Show in column (e) the debits to the reserve arising from retirements. These debits should not exceed investment, etc.
5. Details in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the Year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading							1
2		(4) Other, right-of-way expenditures							2
3		(5) Tunnels and subways							3
4		(6) Bridges, trestles, and culverts							4
5		(7) Elevated structures							5
6		(8) Ties		Not Applicable					6
7		(9) Rail and other track material							7
8		(11) Ballast							8
9		(13) Fences, snow sheds, and signs							9
10		(16) Station and office buildings							10
11		(17) Roadway buildings							11
12		(18) Water stations							12
13		(19) Fuel Stations							13
14		(20) Shops and enginehouse							14
15		(22) Storage warehouses							15
16		(23) Wharves and docks							16
17		(24) Coal and ore wharves							17
18		(25) TOFC/COFC terminals							18
19		(26) Communication systems							19
20		(27) Signals and interlockers							20
21		(29) Power plants							21
22		(31) Power-transmission systems							22
23		(35) Miscellaneous structures							23
24		(37) Roadway machines							24
25		(39) Public improvements-Construction							25
26		(44) Shop machinery*							26
27		(45) Power-plant machinery							27
28		All other road accounts							28
29		TOTAL ROAD							29
		EQUIPMENT							
30		(52) Locomotives							30
31		(53) Freight-train cars							31
32		(54) Passenger-train cars							32
33		(55) Highway revenue equipment							33
34		(56) Floating equipment							34
35		(57) Work equipment							35
36		(58) Miscellaneous equipment							36
37		(59) Computer systems & WP equip.							37
38		TOTAL EQUIPMENT							38
39		GRAND TOTAL							39

* To be reported with equipment expense rather than W&S expenses.

NOTES AND REMARKSNotes Referring to Schedule 352A, page 42:

- 1/ Figures in Column (c) are miles of road only, as reported in Schedule 702, Columns (b) and (c).
- 2/ Actual value not known. Amounts reported in lieu of actual value represent results of capitalizing rentals at 6 percent.
- 3/ Amounts of depreciation and amortization accrued are not known.
- 4/ As inventoried by ICC as of 12/31/1928, and reported in Land Report dated 3/31/1930, Engineering Report dated 5/09/1931. Includes estimated value based on capitalization of rentals at 6 percent.
- 5/ No depreciation reserve is maintained by respondent or by Moffat Tunnel Improvement District.

Notes Referring to Schedule 352B, page 43:

- 1/ Amounts on Schedule 352B, Columns (b) and (c), exclude adjustments to Investment For Property Leased To or From Others, for which the "Actual Value is not Known." These items are shown on Schedule 352A as 2/ "Actual Value Not Known." Amounts so reported on Schedule 352A represent results of capitalizing annual rental at 6 percent.
- 2/ Amounts on Schedule 352B, Column (c) represents St. Joseph and Grand Island Railway Company, which is included in the respondent's investments in property reported on line 1, column (d) of Schedule 352A.

350. DEPRECIATION BASE AND RATES -- ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in Thousands)

1. This schedule is to be used in cases where the related depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Show in columns (b) and (c), for each primary account, the depreciation base used in computing the depreciation for the months of January and December, respectively, with respect to road and equipment owned by the respondent but leased to others, the depreciation charges for which are not includible in operating expenses of the respondent, but for which the depreciation reserve is recorded in the accounts of the respondent. If the base for road is other than the original cost or estimated original cost as found by the Commission's Bureau of Accounts, brought to a current date by the respondent from its Order No. 3 records and accounts, or is other than ledger value for equipment, a full explanation should be given.
3. In column (d) show the composite rates used to compute the depreciation for the month of December and on lines 29 and 38 of this column show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary accounts composite rates to the depreciation base used to compute the depreciation for December and dividing the total also computed by the depreciation base.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for the discontinuance of accruals should be shown in a footnote indicating the account(s) affected.
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Account (a)	Depreciation base		Annual composite rate (percent) (d)	Line No.
		At beginning of year (b)	At close of year (c)		
	ROAD				
1	(3) Grading				1
2	(4) Other, right-of-way expenditures				2
3	(5) Tunnels and subways				3
4	(6) Bridges, trestles, and culverts				4
5	(7) Elevated structures				5
6	(8) Ties				6
7	(9) Rail and other track material	Not Applicable			7
8	(11) Ballast				8
9	(13) Fences, snow sheds, and signs				9
10	(16) Station and office buildings				10
11	(17) Roadway buildings				11
12	(18) Water stations				12
13	(19) Fuel Stations				13
14	(20) Shops and enginehouses				14
15	(22) Storage warehouses				15
16	(23) Wharves and docks				16
17	(24) Coal and ore wharves				17
18	(25) TOFC/COFC terminals				18
19	(26) Communication systems				19
20	(27) Signals and interlockers				20
21	(29) Power plants				21
22	(31) Power-transmission systems				22
23	(35) Miscellaneous structures				23
24	(37) Roadway machines				24
25	(39) Public improvements-Construction				25
26	(44) Shop machinery				26
27	(45) Power-plant machinery				27
28	All other road accounts				28
29	TOTAL ROAD				29
	EQUIPMENT				
30	(52) Locomotives				30
31	(53) Freight-train cars				31
32	(54) Passenger-train cars				32
33	(55) Highway revenue equipment				33
34	(56) Floating equipment				34
35	(57) Work equipment				35
36	(58) Miscellaneous equipment				36
37	(59) Computer systems and word processing equipment				37
38	TOTAL EQUIPMENT				38
39	GRAND TOTAL				39

351. ACCUMULATED DEPRECIATION -- ROAD AND EQUIPMENT LEASED TO OTHERS
(Dollars in Thousands)

1. This schedule is to be used in cases where the depreciation reserve is carried in the accounts of the respondent and the rent therefrom is included in Accounts 32-11-00, 32-12-00, 32-13-00, 32-21-00, 32-22-00, and 32-23-00.
2. Disclose credits and debits to Account 735, "Accumulated Depreciation -- Road and Equipment Property," during the year relating to road and equipment leased to others, the depreciation charges for which are not includible in operating expenses of the respondent. (See Schedule 330 for the reserve relating to road and equipment owned and used by the respondent).
3. If any entries are made for "Other credits" and "Other debits," state the facts occasioning such entries. A debit balance in columns (b) or (g) for any primary account should be shown in parenthesis or designated "Dr."
4. Disclosures in the respective sections of this schedule may be omitted if either total road leased to others or total equipment leased to others represents less than 5% of total road owned or total equipment owned, respectively. However, line 39, Grand Total, should be completed.

Line No.	Account (a)	Balance at beginning of year (b)	CREDITS TO ACCOUNTS During the year		DEBITS TO ACCOUNTS During the year		Balance at close of year (g)	Line No.
			Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
	ROAD							
1	(3) Grading							1
2	(4) Other, right-of-way expenditures							2
3	(5) Tunnels and subways							3
4	(6) Bridges, trestles, and culverts		Not Applicable					4
5	(7) Elevated structures							5
6	(8) Ties							6
7	(9) Rail and other track material							7
8	(11) Ballast							8
9	(13) Fences, snow sheds, and signs							9
10	(16) Station and office buildings							10
11	(17) Roadway buildings							11
12	(18) Water stations							12
13	(19) Fuel Stations							13
14	(20) Shops and enginehouse							14
15	(22) Storage warehouses							15
16	(23) Wharves and docks							16
17	(24) Coal and ore wharves							17
18	(25) TOFC/COFC terminals							18
19	(26) Communication systems							19
20	(27) Signals and interlockers							20
21	(29) Power plants							21
22	(31) Power-transmission systems							22
23	(35) Miscellaneous structures							23
24	(37) Roadway machines							24
25	(39) Public improvements-Construction							25
26	(44) Shop machinery*							26
27	(45) Power-plant machinery							27
28	All other road accounts							28
29	TOTAL ROAD							29
	EQUIPMENT							
30	(52) Locomotives							30
31	(53) Freight-train cars							31
32	(54) Passenger-train cars							32
33	(55) Highway revenue equipment							33
34	(56) Floating equipment							34
35	(57) Work equipment							35
36	(58) Miscellaneous equipment							36
37	(59) Computer systems and word processing equipment							37
38	TOTAL EQUIPMENT							38
39	GRAND TOTAL							39

* To be reported with equipment expense rather than W&S expenses.

352A. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Company)
(Dollars in Thousands)

1. Disclose the investment in railway property used in transportation service at the close of the year. This investment represents the aggregate of property owned or leased by respondent and used in respondent's transportation service. Such property includes (a) investment reported in Accounts 731, "Road and Equipment Property" and 732, "improvements on Leased Property" of respondent, less any 731 or 732 property leased to others for their exclusive use of road, track, or bridges (including equipment or other railway property covered by the contract). Equipment leased to others under separate distinct contracts shall not be deducted from respondent's 731 or 732 property, and (b) the investment of other companies' 731 or 732 property (including operating and lessor railroads) used by respondent when the lease is for exclusive use or control of roads, tracks, or bridges (including equipment or other railway property covered by the contract). This excludes leased equipment from operating railroads under separate distinct contracts and the investment of other carriers in property jointly used by respondent.
2. In column (a), classify each company in this schedule as: "R" for respondent, "L" for lessor railroad, "P" for inactive or proprietary company or "O" for other leased properties.
3. In columns (a) to (e), inclusive, first show the data requested for respondent (R); next show data for companies whose entire properties are used in transportation service of the respondent, divided between lessor (L) and proprietary (P) companies; followed by data for carriers and others (O), portions of whose property are used in transportation service of respondent. Show a total for each class of company in columns (d) and (e). Then show, as deductions, data for transportation property leased to carriers and others.
4. In column (c), line-haul carriers report the miles of road used in line-haul service. Report miles in whole numbers.
5. In column (d), show the amount applicable to Accounts 731 and 732 on the books of companies whose names appear in column (b). Values of property of other carriers segregated by estimate or otherwise should correspond in amount to deductions made by the owners in their reports. If separate value is not available, an explanation should be provided. Differences between amounts shown in column (d) of this schedule and column (c), line 24, on the asset side of the general balance sheet of each individual railway should be explained in a footnote. Book values included in Accounts 731 and 732 of the owner should be reported in column (d) in reference to the investment of respondent in securities of the owner unless a good reason can be given for the contrary. Methods of estimating (by capitalizing rentals at 6% or otherwise) value of property of private owners, or portions of property of other carriers, should be explained.
6. In column (e), show the amount of depreciation and amortization accrued as of the close of the year in Accounts 733, 734, 735, 736, and 772, that is applicable to the property of the carriers whose names are listed in column (b), regardless of where reserves therefor are recorded.

Line No.	Class (See Ins. 2) (a)	Name of Company (b)	Miles of road used (See Ins. 4) (whole number) (c)	Investments in property (See Ins. 5) (d)	Depreciation and amortization of defense projects (See Ins. 6) (e)	Line No.
1	R	Union Pacific Railroad	25,990	\$59,403,398	\$17,722,857	1
2						2
3		Add - Leased From Others				3
4						4
5	O	U.S. Government - Sable to Bunell, CO used under contract	1			5
6	O	City of Kansas City, KS - Tracks		1/ 244	2/	6
7	O	General Motors		1/ 11	2/	7
8	O	Louisville & Nashville RR Co.,-SCL		16	2/	8
9	O	New Orleans Public Belt Railroad Co.		36	2/	9
10	O	Port of Corpus Christi		1/ 581	2/	10
11	O	Greater Baton Rouge Port Commission		1/ 2,960	2/	11
12	O	Lake Charles Harbor & Terminal District		1/ 104	2/	12
13	O	Port of Beaumont		1/ 419	2/	13
14	O	City and County of San Francisco (Formerly Ocean				14
15		Shore Railway) yard switching tracks		34	2/	15
16	O	Medford Corp, Medford, Oregon-Way switching tracks		40	2/	16
17	O	Nueces County Navigation Dist. No. 1 Terminal				17
18		Properties Corpus Christi, TX		581	2/	18
19	O	Moffat Tunnel Improvement District	9	3/ 11,435	4/	19
20						20
21						21
22						22
23		Total Leased From Others	10	16,461	0	23
24						24
25		Deduct - Leased to Others:				25
26						26
27	O	Houston Belt & Terminal Rwy. Co.	3	1/ 3,798	2/	27
28						28
29						29
30		Net Additions	7	12,663	0	30
31		TOTAL	25,997	\$59,416,061	\$17,722,857	31

1/, 2/, 3/, 4/ See notes on page 39.

352B. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)
(Dollars in Thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties.

2. The amounts for respondent and for each group or class of companies and properties on line 44 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.

3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property on noncarriers or property of other carriers.

4. Report on line 30 amounts not included in the accounts shown, or on line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No.	Cross Check	Account (a)	Respondent (b)	1/ Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e)	Line No.
1		(2) Land for transportation purposes	\$4,748,399	\$4,066		\$16	1
2		(3) Grading	3,026,815	6,573		108	2
3		(4) Other, right-of-way expenditures	97,034	228			3
4		(5) Tunnels and subways	358,812	0		8,593	4
5		(6) Bridges, trestles, and culverts	3,281,419	8,996		72	5
6		(7) Elevated structures	0	0			6
7		(8) Ties	8,774,404	10,817		793	7
8		(9) Rail and other track material	13,823,973	37,557		48	8
9		(11) Ballast	4,608,656	12,676		324	9
10		(13) Fences, snowsheds and signs	89,302	305		5	10
11		(16) Station and office buildings	649,795	684		19	11
12		(17) Roadway buildings	38,919	52		38	12
13		(18) Water stations	8,107	9			13
14		(19) Fuel stations	316,148	9			14
15		(20) Shops and enginehouses	517,312	55			15
16		(22) Storage warehouses	984	0			16
17		(23) Wharves and docks	37,073	0			17
18		(24) Coal and ore wharves	1,096	0			18
19		(25) TOFC/COFC terminals	975,027	1,919			19
20		(26) Communication systems	528,260	370			20
21		(27) Signals and interlockers	3,687,934	6,348		78	21
22		(29) Power plants	8	0			22
23		(31) Power transmission systems	144,123	19			23
24		(35) Miscellaneous structures	20,602	51			24
25		(37) Roadway machines	666,225	4			25
26		(39) Public improvements-construction	878,464	935		612	26
27		(44) Shop machinery	202,372	0			27
28		(45) Power-plant machinery	0	0			28
29		Leased property capitalized rentals (explain)	0	0		1/ 950	29
30		Other (specify and explain)	0	0			30
31		TOTAL ROAD	47,481,263	91,673		11,656	31
32		(52) Locomotives	7,518,344	0			32
33		(53) Freight-train cars	2,081,557	0			33
34		(54) Passenger-train cars	0	0			34
35		(55) Highway revenue equipment	375,335	0			35
36		(56) Floating equipment	0	0			36
37		(57) Work equipment	170,288	0			37
38		(58) Miscellaneous equipment	15,016	1			38
39		(59) Computer systems & WP equipment	672,687	0			39
40		TOTAL EQUIPMENT	10,833,227	1			40
41		(76) Interest during construction	42,655	632		1,007	41
42		(80) Other elements of investment	0	0			42
43		(90) Construction work in progress	953,947	0			43
44		GRAND TOTAL	\$59,311,092	\$92,306		\$12,663	44

1/ See note on page 39.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 410

Cross-checks

Schedule 410

Line 620, column (h)
 Line 620, column (f)
 Line 620, column (g)

=
 =
 =

Schedule 210

Line 14, column (b)
 Line 14, column (d)
 Line 14, column (e)

Schedule 412

Line 29, column (b)
 Line 29, column (c)

Line 136 thru 138 column (f)
 Line 118 thru 123, and 130 thru 135
 column (f)

=
 =

Schedule 414

Line 19, columns (b) thru (d)

Line 231, column (f)

=

Line 230, column (f)

=

Line 19, columns (e) thru (g)

Schedule 415

Lines 5, 38, column (f)

Lines 207, 208, 211, 212, columns (f)

=

Lines 226, 227, column (f)

=

Lines 24, 39, column (f)

Lines 311, 312, 315, 316, column (f)

=

Lines 32, 35, 36, 37, 40, 41, column (f)

And

Schedule 414

Minus line 24, columns (b) thru (d) plus
 line 24, columns (e) thru (g)

Schedule 415

Lines 5, 38, columns (c) and (d)

Line 213, column (f)

=

Line 232, column (f)

=

Lines 24, 39, columns (c) and (d)

Line 317, column (f)

=

Lines 32, 35, 36, 37, 40, 41, columns (c) and (d)

Lines 202, 203, 216, column (f) (equal
 to or greater than, but variance cannot
 exceed line 216, column (f))

Lines 5, 38, column (b)

Lines 221, 222, 235, column (f) (equal
 to or greater than, but variance cannot
 exceed line 235, column (f))

Lines 24, 39, column (b)

Lines 302 thru 307 and 320, column (f) (equal
 to or greater than, but variance cannot
 exceed line 320, column (f))

Lines 32, 35, 36, 37, 40, 41, column (b)

Schedule 417

Line 1, column (j)
 Line 2, column (j)
 Line 3, column (j)
 Line 4, column (j)
 Line 5, column (j)
 Line 6, column (j)
 Line 7, column (j)
 Line 8, column (j)
 Line 9, column (j)
 Line 10, column (j)
 Line 11, column (j)

Line 507, column (f)
 Line 508, column (f)
 Line 509, column (f)
 Line 510, column (f)
 Line 511, column (f)
 Line 512, column (f)
 Line 513, column (f)
 Line 514, column (f)
 Line 515, column (f)
 Line 516, column (f)
 Line 517, column (f)

=
 =
 =
 =
 =
 =
 =
 =
 =
 =
 =

Schedule 450

Line 4, column (b)

=

Schedule 210

Line 47, column (b)

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
1		WAY AND STRUCTURES								
		ADMINISTRATION								
		Track	18,496	1,144	2,889	2,126	24,655	2,152	26,807	1
2		Bridge & Building	1,230	2,907	991	546	5,674	1,662	7,336	2
3		Signal	13,147	6,814	7,905	2,978	30,844	1,431	32,275	3
4		Communication	1,385	53	866	323	2,627	253	2,880	4
5		Other	3,067	1,053	2,084	1,421	7,625	1,249	8,874	5
6		REPAIR AND MAINTENANCE								
		Roadway - Running	19,517	1,590	35,159	84	56,350	2,375	58,725	6
7		Roadway - Switching	7,264	536	11,768	28	19,596	0	19,596	7
8		Tunnels and Subways - Running	25	0	3,733	0	3,758	48	3,806	8
9		Tunnels and Subways - Switching	9	0	1,261	0	1,270	0	1,270	9
10		Bridges - Culverts - Running	16,354	6,115	188	2,290	24,947	681	25,628	10
11		Bridges - Culverts - Switching	5,649	2,072	63	764	8,548	0	8,548	11
12		Ties - Running	5,661	7,518	309	1,342	14,830	182	15,012	12
13		Ties - Switching	1,934	2,522	103	448	5,007	0	5,007	13
14		Rail & Other Track Material - Running	116,526	29,222	39,760	5,624	191,132	4,040	195,172	14
15		Rail & Other Track Material - Switching	39,961	9,992	2,451	1,876	54,280	9	54,289	15
16		Ballast - Running	13,312	1,265	7,180	0	21,757	26	21,783	16
17		Ballast - Switching	4,442	430	2,396	0	7,268	0	7,268	17
18		Road Property Damaged - Running	1,164	0	131	0	1,295	11	1,306	18
19		Road Property Damaged - Switching	391	0	41	0	432	4	436	19
20		Road Property Damaged - Other	101	0	12	20	133	0	133	20
21		Signal & Interlockers-Running	58,160	15,868	7,709	2,510	84,247	5,289	89,536	21
22		Signal & Interlockers-Switching	20,590	5,537	2,875	866	29,868	0	29,868	22
23		Communications Systems	25,697	6,973	2,624	789	36,083	79	36,162	23
24		Power Systems	2,494	0	0	0	2,494	785	3,279	24
25		Highway Grade Crossing - Running	12,437	76	3,209	0	15,722	672	16,394	25
26		Highway Grade Crossing - Switching	0	0	0	0	0	0	0	26
27		Station & Office Buildings	4,422	7,025	18,375	103	29,925	3,396	33,321	27
28		Shop Buildings - Locomotives	18,942	0	2,119	0	21,061	400	21,461	28
29		Shop Buildings - Freight Cars	100	0	637	0	737	0	737	29
30		Shop Buildings - Other Equipment	0	9,484	55	0	9,539	61	9,600	30

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
101		REPAIR AND MAINTENANCE - (Continued)								
		Locomotive Servicing Facilities	637	556	4,776	62	6,031	168	6,199	101
102		Miscellaneous Buildings & Structures	2,052	629	276	23	2,980	510	3,490	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	21,417	0	21,417	0	21,417	106
107		Motor Vehicle Loading & Distribution Facilities	0	0	0	0	0	0	0	107
108		Facilities for Other Specialized Service Operations	0	0	0	0	0	0	0	108
109		Roadway Machines	1,726	2,854	78	403	5,061	1,363	6,424	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	823	3,570	5,412	0	9,805	2,375	12,180	111
112		Fringe Benefits - Running	0	0	0	110,867	110,867	7,115	117,982	112
113		Fringe Benefits - Switching	0	0	0	35,964	35,964	469	36,433	113
114		Fringe Benefits - Other	0	0	0	58,562	58,562	904	59,466	114
115		Casualties & Insurance - Running	0	0	0	6,914	6,914	11	6,925	115
116		Casualties & Insurance - Switching	0	0	0	2,233	2,233	0	2,233	116
117		Casualties & Insurance - Other	0	0	0	2,023	2,023	0	2,023	117
118		Lease Rentals - Debit - Running	0	0	169	0	169	0	169	118
119		Lease Rentals - Debit - Switching	0	0	0	0	0	0	0	119
120		Lease Rentals - Debit - Other	0	0	42,654	0	42,654	434	43,088	120
121		Lease Rentals - (Credit) - Running	0	0	0	0	0	0	0	121
122		Lease Rentals - (Credit) - Switching	0	0	0	0	0	0	0	122
123		Lease Rentals - (Credit) - Other	0	0	0	0	0	0	0	123
124		Joint Facility Rent - Debit - Running	0	0	31,328	0	31,328	0	31,328	124
125		Joint Facility Rent - Debit - Switching	0	0	980	0	980	0	980	125
126		Joint Facility Rent - Debit - Other	0	0	228	0	228	0	228	126
127		Joint Facility Rent - (Credit) - Running	0	0	(8,351)	0	(8,351)	0	(8,351)	127
128		Joint Facility Rent - (Credit) - Switching	0	0	(257)	0	(257)	0	(257)	128
129		Joint Facility Rent - (Credit) - Other	0	0	(581)	0	(581)	0	(581)	129
130		Other Rents - Debit - Running	0	0	0	0	0	0	0	130
131		Other Rents - Debit - Switching	0	0	0	0	0	0	0	131
132		Other Rents - Debit - Other	0	0	0	0	0	0	0	132
133		Other Rents - (Credit) - Running	0	0	0	0	0	0	0	133

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
134		REPAIR AND MAINTENANCE - (Continued)								134
135		Other Rents - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	135
136		Other Rents - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	136
137		Depreciation - Running	N/A	N/A	N/A	1,024,785	1,024,785	2,061	1,026,846	137
138		Depreciation - Switching	N/A	N/A	N/A	342,555	342,555	0	342,555	138
139		Depreciation - Other	N/A	N/A	N/A	88,341	88,341	0	88,341	139
140		Joint Facility - Debit - Running	N/A	N/A	123,771	N/A	123,771	136	123,907	140
141		Joint Facility -Debit - Switching	N/A	N/A	9,547	N/A	9,547	0	9,547	141
142		Joint Facility - Debit - Other	N/A	N/A	623	N/A	623	0	623	142
143		Joint Facility - (Credit) - Running	N/A	N/A	(33,760)	N/A	(33,760)	0	(33,760)	143
144		Joint Facility - (Credit) - Switching	N/A	N/A	(842)	N/A	(842)	0	(842)	144
145		Joint Facility - (Credit) - Other	N/A	N/A	(80)	N/A	(80)	0	(80)	145
146		Dismantling Retired Road Property - Running	115	7,920	14,005	326	22,366	0	22,366	146
147		Dismantling Retired Road Property - Switching	0	0	0	0	0	0	0	147
148		Dismantling Retired Road Property - Other	0	0	0	0	0	0	0	148
149		Other - Running	0	0	0	0	0	0	0	149
150		Other - Switching	0	0	0	0	0	0	0	150
151		Other - Other	0	18	0	0	18	0	18	151
151		TOTAL WAY & STRUCTURE	417,830	133,743	368,286	1,697,196	2,617,055	40,351	2,657,406	151
201		EQUIPMENT - LOCOMOTIVES								201
202		Administration	18,236	1,136	8,952	1,328	29,652	2,628	32,280	202
203		Repair & Maintenance	161,393	344,279	196,104	1,515	703,291	9,763	713,054	203
204		Machinery Repair	0	2,944	4,085	0	7,029	0	7,029	204
205		Equipment Damaged	0	335	79	0	414	0	414	205
206		Fringe Benefits	N/A	N/A	N/A	89,946	89,946	4,005	93,951	206
207		Other Casualties and Insurance	N/A	N/A	N/A	5,206	5,206	2	5,208	207
208		Lease Rentals - Debit	N/A	N/A	266,877	N/A	266,877	0	266,877	208
209		Lease Rentals - (Credit)	N/A	N/A	0	N/A	0	0	0	209
210		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	210
211		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	211
212		Other Rents - Debit	N/A	N/A	0	N/A	0	0	0	212
213		Other Rents - (Credit)	N/A	N/A	(2,280)	N/A	(2,280)	0	(2,280)	213
214		Depreciation	N/A	N/A	N/A	402,081	402,081	34	402,115	214
215		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	215
216		Joint Facility - (Credit)	N/A	N/A	(11)	N/A	(11)	0	(11)	216
216		Repairs Billed to Others - (Credit)	N/A	N/A	0	N/A	0	0	0	216

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								217
		Dismantling Retired Property	0	0	0	0	0	0	0	
218		Other	2,736	9	866	299	3,910	0	3,910	218
219		TOTAL LOCOMOTIVES	182,365	348,703	474,672	500,375	1,506,115	16,432	1,522,547	219
220		FREIGHT CARS								
		Administration	7,840	1,253	3,433	1,229	13,755	N/A	13,755	220
221		Repair & Maintenance	138,129	199,180	100,364	2,618	440,291	N/A	440,291	221
222		Machinery Repair	0	2,323	1,708	0	4,031	N/A	4,031	222
223		Equipment Damaged	0	0	0	0	0	N/A	0	223
224		Fringe Benefits	N/A	N/A	N/A	72,004	72,004	N/A	72,004	224
225		Other Casualties & Insurance	N/A	N/A	N/A	37,701	37,701	N/A	37,701	225
226		Lease Rentals - Debit	N/A	N/A	178,607	N/A	178,607	N/A	178,607	226
227		Lease Rentals - (Credit)	N/A	N/A	(545)	N/A	(545)	N/A	(545)	227
228		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	228
229		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	229
230		Other Rents - Debit	N/A	N/A	712,335	N/A	712,335	N/A	712,335	230
231		Other Rents - (Credit)	N/A	N/A	(132,233)	N/A	(132,233)	N/A	(132,233)	231
232		Depreciation	N/A	N/A	N/A	42,873	42,873	N/A	42,873	232
233		Joint Facility - Debit	N/A	N/A	0	N/A	0	N/A	0	233
234		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	234
235		Repairs Billed Other - (Credit)	N/A	N/A	(180,411)	N/A	(180,411)	N/A	(180,411)	235
236		Dismantling Retired Property	0	0	0	0	0	N/A	0	236
237		Others	0	0	0	0	0	N/A	0	237
238		TOTAL FREIGHT CARS	145,969	202,756	683,258	156,425	1,188,408	N/A	1,188,408	238
301		OTHER EQUIPMENT								
		Administration	0	0	0	0	0	1,188	1,188	301
		Repair and Maintenance:	0	0	0	0				
302		Truck, Trailers & Containers - Revenue Service	501	15,662	27,648	36	43,847	N/A	43,847	302
303		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	303
304		Passenger & Other Revenue Equipment	959	0	25	0	984	14,927	15,911	304
305		Computers & Data Process Systems	0	2,851	30,184	0	33,035	49	33,084	305
306		Machinery	0	275	304	0	579	1	580	306
307		Work & Other Nonrevenue Equipment	1,432	558	33,235	0	35,225	1,171	36,396	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	N/A	N/A	N/A	1,578	1,578	6,104	7,682	309
310		Other Casualties & Insurance	N/A	N/A	N/A	83	83	3	86	310
311		Lease Rentals - Debit	N/A	N/A	143,736	N/A	143,736	2,277	146,013	311
312		Lease Rentals - (Credit)	N/A	N/A	(1,043)	N/A	(1,043)	0	(1,043)	312

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
		OTHER EQUIPMENT - (Continued)								
313		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	314
315		Other Rents - Debit	N/A	N/A	36,261	N/A	36,261	0	36,261	315
316		Other Rents - (Credit)	N/A	N/A	0	N/A	0	0	0	316
317		Depreciation	N/A	N/A	0	104,666	104,666	147	104,813	317
318		Joint Facility - Debit	N/A	N/A	7,208	N/A	7,208	0	7,208	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	319
320		Repairs Billed Other - (Credit)	N/A	N/A	(7,715)	N/A	(7,715)	0	(7,715)	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	307	109	388	8	812	0	812	322
323		TOTAL OTHER EQUIPMENT	3,199	19,455	270,231	106,371	399,256	25,867	425,123	323
324		TOTAL EQUIPMENT	331,533	570,914	1,428,161	763,171	3,093,779	42,299	3,136,078	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	43,675	3,214	12,141	5,158	64,188	5,470	69,658	401
402		Engine Crews	665,032	2,584	9,227	107,336	784,179	8,290	792,469	402
403		Train Crews	588,971	0	78	113	589,162	23,767	612,929	403
404		Dispatching Trains	50,992	165	2,203	529	53,889	599	54,488	404
405		Operating Signal & Interlockers	159	0	4,844	0	5,003	475	5,478	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	2,352	0	2,352	0	2,352	407
408		Train Inspection & Lubricants	69,827	42,142	1,227	4,730	117,926	170	118,096	408
409		Locomotive Fuel	0	3,007,986	0	0	3,007,986	32,059	3,040,045	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	83,495	4,837	5,509	1	93,842	2,417	96,259	411
412		Freight Lost or Damaged	0	0	0	0	0	0	0	412
413		Clearing Wrecks	814	129	22,180	0	23,123	0	23,123	413
414		Fringe Benefits	0	0	0	675,853	675,853	14,979	690,832	414
415		Other Casualties & Insurance	0	0	0	14,140	14,140	2,705	16,845	415
416		Joint Facility - Debit	0	0	89,633	0	89,633	0	89,633	416
417		Joint Facility - (Credit)	0	0	(135,845)	0	(135,845)	0	(135,845)	417
418		Other	33,253	283	307,050	5,282	345,868	502	346,370	418
419		TOTAL TRAIN OPERATIONS	1,536,218	3,061,340	320,599	813,142	5,731,299	91,433	5,822,732	419
		YARD OPERATIONS								
420		Administration	3,810	555	11,944	179	16,488	11	16,499	420
421		Switch Crews	272,898	8,002	9,594	67,912	358,406	1,332	359,738	421

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
422		YARD OPERATIONS - (Continued)								
		Controlling Operations	43,878	0	0	0	43,878	990	44,868	422
423		Yard & Terminal Clerical	9,139	641	0	72	9,852	681	10,533	423
424		Operating Switches, Signals, Retarders & Humps	172	0	4,575	2	4,749	156	4,905	424
425		Locomotive Fuel	0	406,646	0	0	406,646	0	406,646	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	0	0	0	0	0	0	0	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	0	0	0	0	0	72	72	429
430		Fringe Benefits	N/A	N/A	N/A	145,133	145,133	1,276	146,409	430
431		Other Casualties & Insurance	N/A	N/A	N/A	3,407	3,407	0	3,407	431
432		Joint Facility - Debit	N/A	N/A	36,591	N/A	36,591	0	36,591	432
433		Joint Facility - (Credit)	N/A	N/A	(2,414)	N/A	(2,414)	0	(2,414)	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	329,897	415,844	60,290	216,705	1,022,736	4,518	1,027,254	435
501		TRAIN & YARD OPERATIONS COMMON								
		Cleaning Car Interiors	280	0	6,841	N/A	7,121	4,138	11,259	501
502		Adjusting & Transferring Loads	1	0	13,374	N/A	13,375	N/A	13,375	502
503		Car Loading Devices & Grain Doors	0	738	27,819	N/A	28,557	N/A	28,557	503
504		Freight Loss or Damaged - All Other	0	N/A	0	36,563	36,563	0	36,563	504
505		Fringe Benefits	0	N/A	0	124	124	1	125	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	281	738	48,034	36,687	85,740	4,139	89,879	506
507		SPECIALIZED SERVICE OPERATIONS								
		Administration	10,371	175	53,241	311	64,098	N/A	64,098	507
508		Picking & Delivery & Marine Line Haul	0	0	25,630	0	25,630	N/A	25,630	508
509		Loading & Unloading Local Marine	24,174	0	274,393	224	298,791	N/A	298,791	509
510		Protective Services	0	0	9,146	0	9,146	N/A	9,146	510
511		Freight Loss or Damaged - Solely Related	N/A	N/A	N/A	0	0	N/A	0	511
512		Fringe Benefits	N/A	N/A	N/A	17,007	17,007	N/A	17,007	512
513		Casualties & Insurance	N/A	N/A	N/A	284	284	N/A	284	513
514		Joint Facility - Debit	N/A	N/A	0	0	0	N/A	0	514
515		Joint Facility - (Credit)	N/A	N/A	0	0	0	N/A	0	515
516		Others	4,113	285	2,862	212	7,472	N/A	7,472	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	38,658	460	365,272	18,038	422,428	N/A	422,428	517

410. RAILWAY OPERATING EXPENSES - Concluded

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	176,518	5,277	12,648	79,061	273,504	1,431	274,935	518
519		Employees Performing Clerical & Acctg Functions	6,054	5,498	2,793	223	14,568	6,727	21,295	519
520		Communication Systems Operations	4,972	834	1,657	705	8,168	625	8,793	520
521		Loss & Damage Claims Process	13,988	217	5,046	1,532	20,783	0	20,783	521
522		Fringe Benefits	N/A	N/A	0	73,331	73,331	2,735	76,066	522
523		Casualties & Insurance	N/A	N/A	0	2,429	2,429	0	2,429	523
524		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	524
525		Joint Facility - (Credit)	N/A	N/A	(606)	N/A	(606)	0	(606)	525
526		Other	2,064	3	305	170	2,542	0	2,542	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	203,596	11,829	21,843	157,451	394,719	11,518	406,237	527
528		TOTAL TRANSPORTATION	2,108,650	3,490,211	816,038	1,242,023	7,656,922	111,608	7,768,530	528
601		GENERAL & ADMINISTRATIVE								
		Officers General & Administration	52,235	6,216	25,636	17,487	101,574	159	101,733	601
602		Accounting, Auditing & Finance	29,729	108	11,489	1,827	43,153	203	43,356	602
603		Management Services & Data Processing	54,147	3,301	7,854	2,575	67,877	462	68,339	603
604		Marketing	52,748	2,380	31,254	8,929	95,311	40	95,351	604
605		Sales	0	0	583	0	583	0	583	605
606		Industrial Development	3,979	86	66	314	4,445	0	4,445	606
607		Personnel & Labor Relations	40,791	861	3,135	14,793	59,580	1,705	61,285	607
608		Legal & Secretarial	19,436	163	76,452	3,040	99,091	957	100,048	608
609		Public Relations & Advertising	3,213	130	1,902	7,211	12,456	50	12,506	609
610		Research & Development	69	11	0	29	109	0	109	610
611		Fringe Benefits	N/A	N/A	N/A	151,106	151,106	758	151,864	611
612		Casualties & Insurance	N/A	N/A	N/A	78,558	78,558	10	78,568	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	(3,665)	(3,665)	14	(3,651)	613
614		Property Taxes	N/A	N/A	N/A	347,857	347,857	1,930	349,787	614
615		Other Taxes	N/A	N/A	N/A	35,382	35,382	112	35,494	615
616		Joint Facility - Debit	N/A	N/A	5,478	N/A	5,478	0	5,478	616
617		Joint Facility - (Credit)	N/A	N/A	(44)	N/A	(44)	0	(44)	617
618		Other	33,056	65	45,893	19,510	98,524	139	98,663	618
619		TOTAL GENERAL & ADMINISTRATIVE	289,403	13,321	209,698	684,953	1,197,375	6,539	1,203,914	619
620		TOTAL OPERATING EXPENSE	3,147,416	4,208,189	2,822,183	4,387,343	14,565,131	200,797	14,765,928	620

412. WAY AND STRUCTURES

(Dollars in Thousands)

1. Report freight expenses only.
2. The total depreciation expense reported in column (b), line 29, should balance to the sum of the depreciation expense reported in Schedule 410, column (f), lines 136, 137, and 138.
3. Report in column (c) the lease/rentals for the various property categories of way and structures. The total lease/rentals reported in column (c), line 29, should balance the net amount reported in Schedule 410, column (f), lines 118 through 123, plus lines 130 through 135. If an entire road or segment of track is leased and if the actual breakdown of lease/rentals by property category is not known, apportion the lease/rentals based on the percentage of the categories' depreciation bases for all categories of depreciable leased property. Use Schedule 352B of this report to obtain the depreciation bases of the categories of leased property.
4. Amortization adjustment of each road property type which is included in column (b) shall be repeated in column (d) as a debit or credit to the appropriate line item.
5. Report on line 28, all other lease rentals not apportioned in any category listed on lines 1 through 27.
6. Line 11, Account 16, should not include computer and data processing equipment reported on line 37 of Schedule 415.

Line No.	Cross Check	Property account	Category (a)	Depreciation (b)	Lease/Rentals (net) (c)	Amortization adjustment during year (d)	Line No.
1		2	Land for transportation purposes	N/A		0	1
2		3	Grading	45,309		(357)	2
3		4	Other right-of-way expenditures	2,381		(11)	3
4		5	Tunnels and subways	3,997		(106)	4
5		6	Bridges, trestles and culverts	66,280		684	5
6		7	Elevated structures	0		0	6
7		8	Ties	402,786		13,383	7
8		9	Rail and other track material	520,108		(13,442)	8
9		11	Ballast	132,026		2,216	9
10		13	Fences, snowsheds and signs	1,545		79	10
11		16	Station and office buildings	21,900		70	11
12		17	Roadway buildings	1,221		(25)	12
13		18	Water stations	86		(86)	13
14		19	Fuel stations	5,490		(108)	14
15		20	Shops and enginehouses	6,098		(885)	15
16		22	Storage warehouses	11		0	16
17		23	Wharves and docks	617		0	17
18		24	Coal and ore wharves	104		9	18
19		25	TOFC/COFC terminals	25,074		(636)	19
20		26	Communications systems	16,492		788	20
21		27	Signals and interlockers	159,889		23,379	21
22		29	Power plants	0		0	22
23		31	Power transmission systems	3,052		73	23
24		35	Miscellaneous structures	494		(20)	24
25		37	Roadway machines	22,956		6,517	25
26		39	Public improvements; construction	17,765		(1,059)	26
27		45	Power plant machines	0		0	27
28			Other lease/rentals	N/A	42,823	N/A	28
29			TOTAL	1,455,681	42,823	30,463	29

414. RENTS FOR INTERCHANGED FREIGHT TRAIN CARS AND OTHER FREIGHT-CARRYING EQUIPMENT

(Dollars in Thousands)

1. Report freight expenses only.
2. Report in this supporting schedule rental information by car type and other freight-carrying equipment relating to the interchange of railroad owned or leased equipment and privately owned equipment. (Reporting for leased equipment covers equipment with the carrier's own railroad markings.)
3. The gross amounts receivable and payable for freight-train cars (line 19, columns (b) through (d), and line 19, columns (e) through (g), respectively) should balance with Schedule 410, column (f) lines 231 (credits) and 230 (debits). Trailer and container rentals in this schedule are included in Schedule 410, column (f) lines 315 and 316. However, the trailer and container rentals in this schedule will not balance to lines 315 and 316 of Schedule 410 because those lines include rents for "Other Equipment" which is reported in Schedule 415, column (e). The balancing of Schedules 410, 414, and 415 "Other Equipment" is outlined in note 6 to Schedule 415.
4. Report in columns (b) and (e) rentals for private-line cars (whether under railroad control or not) and shipper owned cars.
5. Report in columns (c), (d), (f), and (g) rentals for railroad owned cars prescribed by the Board in Ex Parte No. 334, for which rentals are settled on a combination mileage and time basis (basic per diem). Include railroad owned per diem tank cars on line 17.

NOTE: Mechanical designations for each car type are shown in Schedule 710.

Line No.	Cross Check	Type of Equipment (a)	GROSS AMOUNTS RECEIVABLE			GROSS AMOUNTS PAYABLE			Line No.
			Per diem basis			Per diem basis			
			Private line cars (b)	Mileage (c)	Time (d)	Private line cars (e)	Mileage (f)	Time (g)	
CAR TYPES									
1		Box - Plain 40 Foot		0	0	0	0	0	1
2		Box - Plain 50 Foot and Longer		7	33	10,726	1,547	3,307	2
3		Box - Equipped		2,438	10,284	33,437	26,085	51,819	3
4		Gondola - Plain		161	1,731	9,545	2,416	5,091	4
5		Gondola - Equipped		1,031	5,601	1	7,366	14,715	5
6		Hopper - Covered		5,164	23,402	74,453	10,455	24,690	6
7		Hopper - Open Top - General Service		526	4,932	0	179	634	7
8		Hopper - Open Top - Special Service		86	629	1	102	127	8
9		Refrigerator - Mechanical		5,788	13,326	15	17	201	9
10		Refrigerator - Non-Mechanical		628	2,670	26	563	1,186	10
11		Flat - TOFC/COFC		0	80	139,430	22,605	50,781	11
12		Flat - Multi-Level		2,185	5,133	90,147	6,354	18,353	12
13		Flat - General Service		1	7	0	52	119	13
14		Flat - Other		519	3,983	45,576	8,182	18,703	14
15		Tank - Under 22,000 Gallons		0	0	1,445	0	0	15
16		Tank - 22,000 Gallons and Over		0	0	255	0	0	16
17		All Other Freight Cars		0	1	0	33	91	17
18		Auto Racks		0	41,887	0	0	31,505	18
19		TOTAL FREIGHT TRAIN CARS		18,534	113,699	405,057	85,956	221,322	19
OTHER FREIGHT-CARRYING EQUIPMENT									
20		Refrigerated Trailers							20
21		Other Trailers						18,131	21
22		Refrigerated Containers							22
23		Other Containers						18,131	23
24	*	TOTAL TRAILERS AND CONTAINERS	0	0	0	0	0	36,261	24
25		GRAND TOTAL (Lines 19 and 24)	0	18,534	113,699	405,057	85,956	257,583	25

NOTES AND REMARKS

(This page intentionally left blank)

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE TO SCHEDULE 415

1. Report freight expenses only.
2. Report by type of equipment all natural expenses relating to equipment functions (salaries and wages, materials, tools, supplies, fuels and lubricants, purchased services, and general).
3. Report in column (b) net repair expense, excluding the cost to repair damaged equipment.
Schedule 415, column (b) will balance to Schedule 410, column (f) as follows:
 - (a) Locomotives, line 5 plus line 38, compared to the sum of Schedule 410, lines 202, 203, and 216 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 204.
 - (b) Freight cars, line 24 plus line 39, compared to the sum of Schedule 410, lines 221, 222, and 235 (excluding wreck repairs). Do not report in Schedule 415, Equipment Damaged from Schedule 410, line 223.
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, the sum of lines 302 through 307, plus line 320 (excluding wreck repairs). Do not report in Schedule 415, equipment damaged from Schedule 410, line 308.

Note: Lines 216, 235, and 320 of Schedule 410 are credit amounts.
The allocation of freight car repair expenses reportable on Schedule 415 by car types shall be in accordance with Instruction 2-21, Freight train repair costing, 49 CFR 1201.
4. Depreciation expense for each class of equipment by car type shall be reported in columns (c) and (d). For improvements on leased property, Accounts 732 and 733, use a supplementary Schedule 415, which will relate to Schedules 340 and 342.
Depreciation charges reported in columns (c) and (d) will balance to Schedule 410, column (f) as follows:
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, line 213.
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, line 232.
 - (c) Sum of highway equipment (line 32), floating equipment (line 35), passenger and other revenue equipment (line 36), computer and data processing equipment (line 37), machinery-other equipment (line 40), and work and other non-revenue equipment (line 41), compared to Schedule 410, line 317.
5. Amortization adjustment of each equipment type which is included in column (c) shall be reported in column (e) as a debit or credit to the appropriate line item.
6. Lease/rentals reported in column (f) should balance to column (f) of Schedule 410 as follows:
 - (a) Locomotives, lines 5 and 38, compared to Schedule 410, lines 207, 208, 211, and 212.
 - (b) Freight cars, lines 24 and 39, compared to Schedule 410, lines 226 and 227 (note that Schedule 410, lines 230 and 231, are reported in Schedule 415, and are not included in Schedule 415).
 - (c) Sum of lease/rentals for all other equipment, lines 32, 35, 36, 37, 40, and 41, will balance to Schedule 410, lines 311, 312, 315, and 316, except for the interchange rental on trailers and containers which is reported in Schedule 414. Therefore, both Schedules 414 and 415 should be used when balancing lease/rentals other equipment to Schedule 410. Do not report in Schedule 415, the trailer and container rentals reported in Schedule 414.
7. Investment base by types of equipment shall be reported in columns (g) and (h) and should not include the cost of equipment used but not owned when rents therefore are included in the rent for equipment and Account Nos. 31-21-00, 31-22-00, 31-23-00, 35-21-00, 35-22-00, and 35-23-00. It should include the cost of equipment owned and leased to others when the rents are included in the rent for Equipment Account Nos. 32-21-00, 32-22-00, 32-23-00, 36-21-00, 36-22-00, and 36-23-00.
Property used but not owned should also be included when the rent is included in Account Nos. 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
The grand total of each equipment account in column (h) of Schedule 330 should equal the totals of line items constituting the equipment account totals of columns (g) and (h) of Schedule 415.
8. Accumulated depreciation for each class of equipment shall be reported in columns (i) and (j). The grand total of each equipment reserve account in column (g), Schedule 335, shall equal the combined aggregate total accumulated depreciation for line items constituting the corresponding equipment accounts reported in columns (i) and (j), on Schedule 415.

415. SUPPORTING SCHEDULE -- EQUIPMENT							
(Dollars in Thousands)							
Line No.	Cross Check	Types of equipment (a)	Repairs (net expenses) (b)	Depreciation		Amortization adjustment net during year (e)	Line No.
				Owned (c)	Capital lease (d)		
		LOCOMOTIVES					
1		Diesel Locomotive - Yard	30,709	52,383	2,982	(5,907)	1
2		Diesel Locomotive - Road	672,582	210,788	129,589	(22,532)	2
3		Other Locomotive - Yard					3
4		Other Locomotive - Road					4
5	*	TOTAL LOCOMOTIVES	703,291	263,171	132,571	(28,439)	5
		FREIGHT TRAIN CARS					
6		Box - Plain-40 foot	0	0	0	0	6
7		Box - Plain-50 foot and Longer	47	269	0	(1,835)	7
8		Box - Equipped	31,097	1,422	0	(2,543)	8
9		Gondola - Plain	17,091	2,589	0	(2,755)	9
10		Gondola - Equipped	12,374	3,207	0	624	10
11		Hopper - Covered	93,907	15,046	0	(3,304)	11
12		Hopper - Open Top Gen Svc	38,247	(1,324)	1,182	(6,993)	12
13		Hopper - Open Top Spec Svc	7,715	657	0	115	13
14		Refrigerator - Mechanical	37,509	6,339	0	(611)	14
15		Refrig - Non-mechanical	8,193	2,707	0	889	15
16		Flat - TOFC/COFC	101	17	0	(3)	16
17		Flat - Multi-level	4,955	268	0	(883)	17
18		Flat - General Service	14	(373)	0	(451)	18
19		Flat - Other	8,630	1,890	0	(111)	19
20		All Other Freight Cars	0	(17)	0	(18)	20
21		Cabooses	0	67	0	(261)	21
22		Auto Racks	0	8,082	164	(6,545)	22
23		Misc. Accessories	0	5	0	0	23
24	*	TOTAL FREIGHT TRAIN CARS	259,880	40,851	1,346	(24,685)	24
		OTHER EQUIPMENT-REVENUE FREIGHT					
25		Refrigerated Trailers					25
26		Other Trailers					26
27		Refrigerated Containers					27
28		Other Containers					28
29		Bogies					29
30		Chassis					30
31		Other Highway Equip (Freight) 1/	36,132	21,077	8,689	(120)	31
32	*	TOTAL HIGHWAY EQUIPMENT	36,132	21,077	8,689	(120)	32
		FLOATING EQUIP-REVENUE SERVICE					
33		Marine Line-Haul					33
34		Local Marine					34
35	*	TOTAL FLOATING EQUIPMENT	0	0	0	0	35
		OTHER EQUIPMENT					
36	*	Pass and Other Revenue Equip (Freight Portion)	984	0	0	0	36
37	*	Comp Sys & Word Proc. Equip.	33,035	73,244	0	(3,423)	37
38	*	Machinery - Locomotives (1)	7,029	6,339	0	540	38
39	*	Machinery - Freight Cars (2)	4,031	676	0	468	39
40	*	Machinery - Other Equipment (3)	579	114	0	(19)	40
41	*	Work and Non-revenue Equip	35,225	1,542	0	848	41
42		TOTAL OTHER EQUIPMENT	80,883	81,915	0	(1,586)	42
43		TOTAL ALL EQUIPMENT (Freight Portion)	1,080,186	407,014	142,606	(54,830)	43

(1) Data reported on line 38, column (b) is the amount reported in Schedule 410, column (f), line 203.

(2) Data reported on line 39, column (b) is the amount reported in Schedule 410, column (f), line 222.

(3) Data reported on line 40, column (b) is the amount reported in Schedule 410, column (f), line 306.

1/ Includes containers, chassis and trailers.

415. SUPPORTING SCHEDULE -- EQUIPMENT - Concluded
(Dollars in Thousands)

Line No.	Cross Check	Lease and rentals (net) (f)	Investment base as of 12/31		Accumulated depreciation as of 12/31		Line No.
			Owned (g)	Capitalized lease (h)	Owned (i)	Capitalized lease (j)	
1		0	499,930	82,152	240,377	20,797	1
2		264,597	4,693,054	2,243,208	2,208,490	1,010,872	2
3							3
4							4
5	*	264,597	5,192,984	2,325,360	2,448,867	1,031,669	5
6		0	0	0	0	0	6
7		0	40,686	0	15,283	0	7
8		8,139	106,813	0	62,437	0	8
9		18,057	184,764	0	103,623	0	9
10		9,331	75,265	0	24,063	0	10
11		84,479	620,582	0	235,440	0	11
12		10,430	165,265	29,742	120,970	24,190	12
13		14,476	17,581	0	1,546	0	13
14		24,290	190,925	0	33,883	0	14
15		81	39,414	0	31,126	0	15
16		1,000	385	13,433	386	13,433	16
17		302	30,323	0	22,661	0	17
18		6	2,576	0	2,258	0	18
19		6,558	67,604	0	39,546	0	19
20		913	448	0	384	0	20
21		0	6,742	0	6,583	0	21
22		0	487,270	1,641	259,230	470	22
23		0	98	0	76	0	23
24	*	178,062	2,036,741	44,816	959,495	38,093	24
25							25
26							26
27							27
28							28
29							29
30							30
31		93,182	315,599	59,736	57,543	21,676	31
32	*	93,182	315,599	59,736	57,543	21,676	32
33							33
34							34
35	*	0	0	0	0	0	35
36	*						36
37	*	1,357	672,687	0	264,628	0	37
38	*		155,219	0	64,670	0	38
39	*		42,975	0	17,910	0	39
40	*		4,178	0	1,628	0	40
41	*	48,154	185,305	0	39,708	0	41
42		49,511	1,060,364	0	388,544	0	42
43		585,352	8,605,688	2,429,912	3,854,449	1,091,438	43

- (1) Data reported on lines 38, 39, and 40 in columns (g) and (h) are investment recorded in property account 44, allocated to locomotives, freight cars, and other equipment.
- (2) Depreciation reported on lines 38, 39, and 40 in column (c) is calculated by multiplying the investment in each element by the effective composite rate for the property account 44, and then adding or subtracting the adjustment reported in column (e). This calculation should equal the amount shown in column (c), Schedule 335.

416. SUPPORTING SCHEDULE - ROAD
(Dollars in Thousands)

Line No.	Density Category (Class) (a)	Account No. (b)	Owned and Used			Improvements to Leased Property			Capitalized leases			TOTAL		Line No.
			Investment Base (c)	Accumulated Depreciation (d)	Depr. rate % (e)	Investment Base (f)	Accumulated Depreciation (g)	Depr. rate % (h)	Investment Base (i)	Current Year Amortization (j)	Accumulated Amortization (k)	Investment Base (l)	Accumulated Depreciation & Amortization (m)	
1	I	3	1,601,962	273,712	1.16							1,601,962	273,712	1
2		8	5,197,854	1,899,046	4.56							5,197,854	1,899,046	2
3		9	7,318,010	3,562,842	5.07							7,318,010	3,562,842	3
4		11	3,024,485	691,153	2.94							3,024,485	691,153	4
5	SUB-TOTAL		17,142,311	6,426,753					0	0	0	17,142,311	6,426,753	5
6	II	3	526,483	51,634	1.16							526,483	51,634	6
7		8	1,794,004	737,976	4.80							1,794,004	737,976	7
8		9	2,405,056	672,105	1.61							2,405,056	672,105	8
9		11	808,951	224,904	2.94							808,951	224,904	9
10	SUB-TOTAL		5,534,494	1,686,619					0	0	0	5,534,494	1,686,619	10
11	III	3	4,040	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	4,040	N/A	11
12		8	11,564	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	11,564	N/A	12
13		9	18,457	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	18,457	N/A	13
14		11	6,141	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	6,141	N/A	14
15	SUB-TOTAL		40,202	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	40,202	N/A	15
16	IV	3	879,719	98,793	1.16							879,719	98,793	16
17		8	1,723,907	695,382	4.75							1,723,907	695,382	17
18		9	4,018,691	1,285,960	3.45				4,548	157	370	4,023,239	1,286,330	18
19		11	752,741	206,755	2.94							752,741	206,755	19
20	SUB-TOTAL		7,375,058	2,286,890					4,548	157	370	7,379,606	2,287,260	20
21	V	3	21,183	6,761	1.16							21,183	6,761	21
22		8	57,892	49,985	4.84							57,892	49,985	22
23		9	96,769	88,005	3.45							96,769	88,005	23
24		11	29,014	14,593	2.94							29,014	14,593	24
25	SUB-TOTAL		204,858	159,344								204,858	159,344	25
26	GRAND TOTAL	N/A	30,296,923	10,559,606	N/A			N/A	4,548	157	370	30,301,471	10,559,976	26

Notes:

- (1) Columns (c) + (f) + (i) = Column (l)
- (2) Columns (d) + (g) + (k) = Column (m)
- (3) The base grand total for owned and used, improvements to leased property and capitalized leases should equal the sum of Accounts 3, 8, 9 and 11 shown at year end on Schedule 330.

NOTES AND REMARKS

(This page intentionally left blank)

417. SPECIALIZED SERVICE SUBSCHEDULE -- TRANSPORTATION

(Dollars in Thousands)

1. Report freight expenses only.
2. Report in lines 1, 2, 3, 4, and 10 the total of those natural expenses (salaries and wages, material, tools, supplies, fuels and lubricants, purchased services, and general) incurred in the operation of each type of specialized service facility. This schedule does not include switching services performed by train and yard crews in connection with or within specialized service facilities.
3. When it is necessary to apportion expenses, such as administrative expenses to two or more services, they shall be apportioned on the most equitable basis available to the respondent and only to the services they support. The total expenses in column (j) should balance with the respective line items in Schedule 410, Railway Operating Expenses.
4. Report in column (b), line 2, the expenses incurred in highway movements of trailers and containers performed at the expense of the reporting railroad within a terminal area for the purpose of pick-up, delivery, or highway interchange service. Report in column (b), line 3, the expenses incurred in operating facilities for handling trailers and/or containers, including storage expenses. See Schedule 755, Note R.
5. The operation of floating equipment in line-haul service (between distinct terminals) should be reported in column (c) on line 2. Floating operations conducted within a general terminal or harbor area should be reported in column (c), line 3.
6. Report in column (g), line 3, the expenses incurred by the railroad in loading and unloading automobiles, trucks, etc., to and from bi-level and tri-level auto rack cars. Report on line 2, column (g), the expense incurred by the railroad in moving automobiles, etc., between bi-level and tri-level loading and unloading facilities over the highway to shippers, receivers, or connecting carriers. Report in column (f) operating expenses for land facilities in support of floating operations, including the operation of docks and wharves.
7. Report on line 4, column (b), the expenses related to heating and refrigeration of TOFC/COFC trailers and containers (total debits and credits). The expenses on line 4, column (h), relate to refrigerator cars only.
8. Report in column (i) total expenses incurred in performing rail substitute service, other highway revenue service, LCL terminal operations, warehouse operations, freight car transloading, and grain elevator terminal operations and livestock feeding operations only.

Line No.	Cross Check	Items (a)	TOFC/COFC Terminal (b)	Floating Equipment (c)	Coal Marine Terminal (d)	Ore Marine Terminal (e)	Other Marine Terminal (f)	Motor Vehicle Load and Distribution (g)	Protective Services Refrigerator Car (h)	Other Special Services (i)	Total Columns (b-i) (j)	Line No.
1	*	Administration: Salary and wages	64,098					0	0		64,098	1
2	*	Pick up and delivery, marine line haul	24,281					1,349	0		25,630	2
3	*	Loading and unloading and local marine	267,929				910	29,952	N/A		298,791	3
4	*	Protective services, total debit and credits	5,538					3,608	N/A		9,146	4
5	*	Freight lost or damaged-solely related	0					0	0		0	5
6	*	Fringe benefits	17,007					0	0		17,007	6
7	*	Casualty and insurance	255				1	28	0		284	7
8	*	Joint facility - Debit	0					0	0		0	8
9	*	Joint facility - Credit	0					0	0		0	9
10	*	Other	7,472					0	0		7,472	10
11	*	TOTAL	386,580				911	34,937	0		422,428	11

418. SUPPORTING SCHEDULE - CAPITAL LEASES

(Dollars in thousands)

Instructions:

This schedule will show the investment in capitalized leases in road and equipment by primary account.

COLUMN

(a) = primary account number and title for which capital lease amounts are included therein.

(b) = the total investment in that primary account.

(c) = the investment in capital leases at the end of the year.

(d) = the current year amortization.

(e) = the accumulated amortization relating to the leased properties.

Primary Account No. and Title (a)	Total Investment At End of Year (b)	Capital Leases		
		Investment At End of Year (c)	Current Year Amortization (d)	Accumulated Amortization (e)
02 Land for Transportation Purposes	4,752,464	8,793	0	0
09 Rail and Other Track Material	13,861,529	4,548	157	370
19 Fuel Stations	316,157	38,614	0	0
52 Locomotives	7,518,344	2,325,360	132,571	1,031,669
53 Freight-Train Cars	2,081,557	44,816	1,346	38,093
55 Highway Revenue Equipment	375,335	59,736	8,689	21,676
TOTAL	28,905,386	2,481,867	142,763	1,091,808

NOTES AND REMARKS

(This page intentionally left blank)

450. ANALYSIS OF TAXES
(Dollars in Thousands)

A. Railway Taxes

Line No.	Cross Check	Kind of tax (a)	Amount (b)	Line No.
1		Other than U.S. Government Taxes	697,209	1
		U.S. Government Taxes		
		Income Taxes:		
2		Normal Tax and Surtax	1,968,427	2
3		Excess Profits	0	3
4	*	Total - Income Taxes L 2 + 3	1,968,427	4
5		Railroad Retirement	597,451	5
6		Hospital Insurance	52,143	6
7		Supplemental Annuities	0	7
8		Unemployment Insurance	4,866	8
9		All Other United States Taxes	2,509	9
10		Total - U.S. Government Taxes	2,625,396	10
11		Total - Railway Taxes	3,322,605	11

B. Adjustments to Federal Income Taxes

- In column (a) are listed the particulars which most often cause a differential between taxable income and pretax accounting income. Other particulars which cause such a differential should be listed under the caption "Other (Specify)," including State and other taxes deferred if computed separately. Minor items, each less than \$100,000 may be combined in a single entry under "Other (Specify)."
- Indicate in column (b) the beginning of the year total of Accounts 714, 744, 762 and 786 applicable to each particular item in column (a).
- Indicate in column (c) the net changes in Accounts 714, 744, 762 and 786 for the net tax effect of timing differences originating and reversing in the current accounting period.
- Indicate in column (d) any adjustments, as appropriate, including adjustments to eliminate or reinstate deferred tax effects (credits or debits) due to applying or recognizing a loss carry-forward or a loss carry-back.
- The total of line 19 in columns (c) and (d) should agree with the total of the contra charges (credits) to Account 557, Provision for Deferred Taxes, and Account 591, Provision for Deferred Taxes - Extraordinary Items, for the current year.
- Indicate in column (e) the cumulative total of columns (b), (c), and (d). The total of column (e) must agree with the total of Accounts 714, 744, 762 and 786.

Line No.	Particulars (a)	Beginning of year balance (b)	Net credits (charges) for current year (c)	Adjustments (d)	End of year balance (e)	Line No.
1	Accelerated depreciation, Sec. 167 I.R.C.: Guideline lives pursuant to Rev. Proc. 62-21.					1
2	Accelerated amortization of facilities, Sec. 168 I.R.C.					2
3	Accelerated amortization of rolling stock, Sec. 184 I.R.C.					3
4	Amortization of rights of way, Sec. 185 I.R.C.					4
5	Other (Specify)					5
6	Property	12,287,788	498,654	0	12,786,442	6
7	Deferred State Income Taxes - Net	769,919	66,198	28,499	864,616	7
8	Current Liabilities	(229,113)	10,104	0	(219,009)	8
9	Long-Term Liabilities	(348,687)	59,012	0	(289,675)	9
10	Retirement Benefits	(335,499)	18,771	243,123	(73,605)	10
11	Other Items	78,451	(10,582)	(34)	67,835	11
12						12
13						13
14						14
15						15
16						16
17						17
18	Investment tax credit*	0			0	18
19	TOTALS	12,222,859	642,157	271,588	13,136,604	19

450. ANALYSIS OF TAXES - Concluded
(Dollars in Thousands)

* Footnotes:

1. If flow-through method was elected, indicate net decrease (or increase) in tax accrual because of investment tax credit.	
If deferral method for investment tax credit was elected:	
(1) Indicate amount of credit utilized as a reduction of tax liability for current year.	
(2) Deduct amount of current year's credit applied to reduction of tax liability but deferred for accounting purposes.	
(3) Balance of current year's credit used to reduce current year's tax accrual.	
(4) Add amount of prior year's deferred credits being amortized to reduce current year's tax accrual.	
(5) Total decrease in current year's tax accrual resulting from use of investment tax credits.	
2. Estimated amount of future earnings which can be realized before paying Federal income taxes because of unused and available net operating loss carryover on January 1 of the year following that for which the report is made.	0

NOTES AND REMARKS

460. ITEMS IN SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS FOR THE YEAR

(Dollars in Thousands)

Give a brief description for all items, regardless of amount, included during the year in Accounts 555, Unusual or Infrequent Items; 560, Income or Loss From Operations of Discontinued Segments; 562, Gain or Loss on Disposal of Discontinued Segments; 570, Extraordinary Items; 590, Income Taxes on Extraordinary Items; 592, Cumulative Effect of Changes in Accounting Principles; 603, Appropriations Released; 606, Other Credits to Retained Earnings; 616, Other Debits to Retained Earnings; 620, Appropriations for Sinking and Other Funds; 621, Appropriations for Other Purposes. If appropriations released reflect appropriations provided during the year, each account should not be reported.

For Accounts 519, Miscellaneous Income, and 551, Miscellaneous Income Charges, if the total in either account exceeds 10% of net income before extraordinary items, describe the three largest items in the account and any other items in excess of 10% of net income.

Line No.	Account No. (a)	Item (b)	Debits (c)	Credits (d)	Line No.
1					1
2	603	Appropriations Released:			2
3		- General Mortgage Bond		688	3
4		- Income Debenture (CE&I)		123	4
5		TOTAL		811	5
6					6
7	606	Other Credits to Retained Earnings			7
8		-Other Comprehensive Income Related to Equity Companies		2,614	8
9		-Prior Period Adjustment		994	9
10					10
11					11
12	616	Other Debits to Retained Earnings			12
13		-Other Comprehensive Income Related to Equity Companies	2,614		13
14		-Prior Period Adjustment	994		14
15					15
16	620	Appropriations Established:			16
17		- General Mortgage Bond	688		17
18		- Income Debenture (CE&I)	123		18
19		TOTAL	811		19
20					20
21					21
22					22
23					23
24					24
25					25
26					26
27					27
28					28
29					29
30					30

MEMORANDA RELATING TO SELECTED INCOME AND RETAINED EARNINGS ACCOUNTS

501. GUARANTEES AND SURETYSHIPS
(Dollars in Thousands)

1. If the respondent was under obligation as guarantor or surety for the performance by any other corporation or other association of any agreement or obligation, show the particulars of each contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue. Items of less than \$50,000 may be shown as one total.

Line No.	Names of all parties principally and primary liable (a)	Description (b)	Amount of contingent liability (c)	Sole or joint contingent liability (d)	Line No.
1	Terminal RR Association of St. Louis				1
2	Union Pacific Railroad Company	Sinking Fund & Int. on RFT & Mtge	3,339	Joint	2
3	Burlington Northern Santa Fe Railway Co.	Bonds Series C due 7-1-2019			3
4	CSX Transportation, Inc.	(FD 14553)			4
5	Canadian National				5
6	Norfolk Southern Railway Co.				6
7					7
8					8
9	Union Pacific Railroad Company	Aircraft Lease	20,031	Sole	9
10					10
11					11
12					12
13	Kansas City Terminal Flyover				13
14	Union Pacific Railroad Company	6.8884% Railway Bridge System Bond	30,413	Joint	14
15	Burlington Northern Santa Fe Railway Co.				15
16					16
17					17
18	Union Pacific Railroad Company	Headquarters Building Lease	206,000	Sole	18
19					19
20					20
21	Union Pacific Railroad Company	Kansas and Missouri Highline Project	36,100	Sole	21
22					22
23					23
24	Union Pacific Railroad Company	Brandt Truck Lease	3,221	Sole	24
25					25
26					26
27					27
28					28
29					29
30					30
31					31
32					32

2. If any corporation or other association was under obligation as guarantor or surety for the performance by the respondent of any agreement or obligation, show the particulars called for hereunder for each such contract of guaranty or suretyship in effect at the close of the year or entered into and expired during the year. This inquiry does not cover the case of ordinary commercial paper maturing on demand or not later than 2 years after the date of issue, nor does it include ordinary surety bonds or undertakings on appeals in court proceedings.

Line No.	Finance Docket number, title, maturity date and concise description of agreement or obligations (a)	Name of all guarantors and sureties (b)	Amount contingent liability of guarantors (c)	Sole or joint contingent liability (d)	Line No.
1					1
2					2
3					3
4					4
5					5
6					6
7					7
8					8
9					9

502. COMPENSATING BALANCES AND SHORT-TERM BORROWING ARRANGEMENTS

(Dollars in Thousands)

Using the following notes as a guideline, show the requirements compensating balances and short-term borrowing arrangements. Footnote disclosure is required even though the arrangements is not reduced to writing.

1. Disclose compensating balances not legally restricted, lines of credit used and unused, average interest rate of short-term borrowings outstanding at balance sheet date, maximum amount of outstanding borrowings during the period and the weighted average rate of those borrowings.
2. Time deposits and certificates of deposit constituting compensating balances not legally restricted should be disclosed.
3. Compensating balance arrangements need only be disclosed for the latest fiscal year.
4. Compensating balances included in Account 703, Special Deposits, and in Account 717, Other funds, should also be separately disclosed below.
5. Compensating balance arrangements are sufficiently material to require disclosure in footnotes when the aggregate of written and oral agreement balances amount to 15 percent or more of liquid assets (current cash balances, restricted and unrestricted plus marketable securities).
6. When a carrier is not in compliance with a compensating balance requirement, that fact should be disclosed along with stated and possible sanctions whenever such possible sanctions may be immediate (not vague or unpredictable) and material.

The Company has outstanding letters of credit in the amount of \$ 10.0 million with various banks under which no borrowings were outstanding at December 31, 2013.

NOTES AND REMARKS

(This page intentionally left blank)

SCHEDULE 510. SEPARATION OF DEBTHOLDINGS BETWEEN ROAD PROPERTY AND EQUIPMENT
(Dollars in Thousands)

The principal use of this schedule is to determine the average embedded rate of debt capital.

I. Debt Outstanding at End of Year:

Line No.	Account No. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
1	751	Loans and Notes Payable	Sch. 200, L. 30	0	1
2	764	Equip. Obligations and Other Debt due within one year	Sch. 200, L. 39	198,044	2
3	765/767	Funded Debt Unmatured	Sch. 200, L. 41	171,424	3
4	766	Equipment Obligations	Sch. 200, L. 42	96,956	4
5	766.5	Capitalized Lease Obligations	Sch. 200, L. 43	1,520,728	5
6	768	Debt in Default	Sch. 200, L. 44	0	6
7	769	Accounts Payable: Affiliated Companies	Sch. 200, L. 45	0	7
8	770.1/770.2	Unamortized Debt Premium	Sch. 200, L. 46	(93,879)	8
9		Total Debt	Sum L. 1-8	1,893,273	9
10		Debt Directly Related to Road Property	Note 1	67,338	10
11		Debt Directly Related to Equipment	Note 1	1,812,275	11
12		Total Debt Directly Related to Road & Equipment	Sum L. 10 and L. 11	1,879,613	12
13		Percent Directly Related to Road	L. 10 divided by L. 12 Whole % plus 2 decimals	3.58%	13
14		Percent Directly Related to Equipment	L. 11 divided by L. 12 Whole % plus 2 decimals	96.42%	14
15		Debt Not Directly Related to Road or Equipment	L. 9 minus L. 12	13,660	15
16		Road Property Debt (Note 2)	(L. 13 x L. 15) plus L. 10	67,827	16
17		Equipment Debt (Note 2)	(L. 14 x L. 15) plus L. 11	1,825,446	17

II. Interest Accrued During the Year:

Line No.	Account No. (a)	Title (b)	Source (c)	Balance at Close of Year (d)	Line No.
18	546-548	Total Interest and Amortization (Fixed Charges)	Sch. 210, L. 42	99,411	18
19	546	Contingent Interest on Funded Debt	Sch. 210, L. 44	7,651	19
20	517	Release of Premium on Funded Debt	Sch. 210, L. 22	411	20
21		Total Interest (Note 3)	(L. 18 + L. 19) minus L. 20	106,651	21
22		Interest Directly Related to Road Property Debt	Note 4	3,338	22
23		Interest Directly Related to Equipment Debt	Note 4	106,653	23
24		Interest Not Directly Related to Road or Equipment Property Debt 1/	L. 21 minus (L. 22 + L. 23)	(3,340)	24
25		Interest on Road Property Debt (Note 5)	L. 22 plus (L. 24 x L. 13)	3,218	25
26		Interest on Equipment Debt (Note 5)	L. 23 plus (L. 24 x L. 14)	103,433	26
27		Embedded Rate of Debt Capital - Road Property	L. 25 divided by L. 16	4.75%	27
28		Embedded Rate of Debt Capital - Equipment	L. 26 divided by L. 17	5.67%	28

Note 1. Directly related means the purpose which the funds were used when the debt was issued.

Note 2. Line 16 plus Line 17 must equal Line 9.

Note 3. Line 21 includes interest on debt in Account 769 -- Accounts Payable; Affiliated Companies.

Note 4. This interest relates to debt reported on Lines 10 and 11, respectively.

Note 5. Line 25 plus Line 26 must equal Line 21.

1/ Allocation of capitalized interest, intercompany interest, and interest not directly related to road or equipment debt.

NOTES AND REMARKS

(This page intentionally left blank)

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 512

1. Furnish the information called for below between the respondent and the affiliated companies or persons affiliated with the respondent, including officers, directors, stockholders, owners, partners, or their wives and other close relatives, or their agents. Examples of transactions are, but are not restricted to, management, legal, accounting, purchasing, or other types of service including the furnishing of materials, supplies, purchase of equipment, leasing of structures, land and equipment, and agreements relating to allocation of officers' salaries and other common costs between affiliated companies.

To be excluded are payments for the following types of services:

- (a) Lawful tariff charges for transportation services.
- (b) Payments to or from other carriers for interline services and interchange of equipment.
- (c) Payment to or from other carriers which may reasonably be regarded as ordinarily connected with routine operation or maintenance, but any special or unusual transactions should be reported.
- (d) Payments to public utility companies for rates or charges fixed in conformity with government authority.

2. In column (a) enter the name of the affiliated company, person, or agent with which respondent received or provided services aggregating \$50,000 or more during the year. If an affiliated company provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, list all the affiliates included in the agreement and describe the allocation of charges. If the respondent provides services to more than one affiliate, and the aggregate compensation amounts to \$50,000 or more for the year, reference to this fact should be made and the detail as to the allocation of charges should be stated. For those affiliates providing services to the respondent, also enter in column (a) the percent of affiliate's gross income derived from transactions with respondent.

The respondent may be required to furnish as an attachment to Schedule 512 a balance sheet and income statement for each affiliate with which respondent carrier had reportable transactions during the year, or alternatively, attach a "Pro Forma" balance sheet and income statement for that portion or entity of each affiliate which furnished the agreed to services, equipment, or other reportable transaction. The statements, if required, should be prepared on a calendar year basis in conformity with the prescribed schedules for the balance sheet and income statement in this Annual Report Form R-1, and should be noted (1) to indicate the method used for depreciating equipment or other property furnished to the carrier, and (2) whether the affiliate's Federal income tax return for the year was filed on a consolidated basis with the respondent carrier.

3. In column (b) indicate the nature of the relationship or control between the respondent and the company or person identified in column (a) as follows:

- (a) If respondent directly controls the affiliate, insert the word "direct."
- (b) If respondent controls through another company, insert the word "indirect."
- (c) If respondent is under common control with affiliate, insert the word "common."
- (d) If respondent is controlled directly or indirectly by the company listed in column (a), insert the word "controlled."
- (e) If control is exercised by other means, such as a management contract or other arrangement of whatever kind, insert the word "other" and provide a footnote to describe such arrangements.

4. In column (c), fully describe the transactions involved such as management fees, lease of building, purchase of material, etc. When the affiliate listed in column (a) provides more than one type of service in column (c), list each type of service separately and show the total for the affiliate. When services are both provided and received between respondent and an affiliate they should be listed separately and the amounts shown separately in column (e).

5. In column (d), report the dollar amounts of transactions shown and the effect of any change in the method of establishing the terms from that used in the preceding period.

6. In column (e), report the dollar amounts due from or to related parties and, if not otherwise apparent, the terms and manner of settlement. Insert (P) for paid or (R) for received by the amount in column (e).

512. Transactions Between Respondent and Companies or Persons Affiliated with Respondent for Services Received or Provided
(Dollars in Thousands)

Line No.	Name of company or related party with percent of gross income (a)	%	Nature of relationship (b)	Description of transactions (c)	Dollar amounts of transactions (d)	Amount due from or to related parties (e)	Line No.																																								
1	Union Pacific Corporation - net		Controlled	Various (see below)	(1,381,355)	(1,640,453) (R)	1																																								
2	Wasatch Insurance Ltd.		Common	Insurance	40,884		2																																								
3	Transcontinental Surety						3																																								
4	of Vermont		Common	Insurance	59,143		4																																								
5							5																																								
6							6																																								
7							7																																								
8							8																																								
9							9																																								
10							10																																								
11							11																																								
12							12																																								
13							13																																								
14							14																																								
15							15																																								
16							16																																								
17							17																																								
18							18																																								
19							19																																								
20							20																																								
21							21																																								
22							22																																								
23							23																																								
24							24																																								
25							25																																								
<table> <tr> <td>Balance 12-31-12</td> <td>\$</td> <td>(259,098)</td> <td colspan="5"></td></tr> <tr> <td>Interest Expense/Income- Net</td> <td></td> <td>879</td> <td colspan="5"></td></tr> <tr> <td>Dividends</td> <td></td> <td>1,375,000</td> <td colspan="5"></td></tr> <tr> <td>Financing & Other</td> <td></td> <td>(2,757,234)</td> <td colspan="5"></td></tr> <tr> <td>Balance 12-31-13</td> <td>\$</td> <td><u>(1,640,453)</u></td> <td colspan="5"></td></tr> </table>								Balance 12-31-12	\$	(259,098)						Interest Expense/Income- Net		879						Dividends		1,375,000						Financing & Other		(2,757,234)						Balance 12-31-13	\$	<u>(1,640,453)</u>					
Balance 12-31-12	\$	(259,098)																																													
Interest Expense/Income- Net		879																																													
Dividends		1,375,000																																													
Financing & Other		(2,757,234)																																													
Balance 12-31-13	\$	<u>(1,640,453)</u>																																													

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 700

State particulars of all tracks operated by the respondent at the close of the year, according to the following classification:

- (1) Line owned by respondent.
- (2) Line owned by proprietary companies.
- (3) Line operated under lease for a specified sum, lessor being (A) an affiliated corporation, or (B) independent or not affiliated with the respondent.
- (4) Line operated under contract or agreement for contingent rent, owner being (A) an affiliated corporation, or (B) independent or not affiliated with respondent.
- (5) Line operated under trackage rights.

Give subtotals for each of the several numbered classes, in the order listed above, as well as the total for all classes. Lengths of track should be reported to the nearest WHOLE mile adjusted to accord with footings: i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile. In column (a) insert the figure (and letter, if any) indicating its class in accordance with the preceding classification. In column (b) give the various proportions of each class owned or leased by respondent, listing each proportion once in any grouping. Canadian mileage should be segregated and identified on separate lines in the various groupings. For each listing, in column (d) give its entire length (the distances between termini of single or first main track), and in the following columns the lengths of second main track; all other main tracks, passing tracks, cross-overs and turn-outs; way switching tracks; and yard switching tracks. These classes of tracks are defined as follows:

Running tracks. Running tracks, passing tracks, cross-overs, etc., including turn-outs from those tracks to clearance points.

Way switching tracks. Station, team, industry and other switching tracks for which no separate service is maintained.

Yard switching tracks. Yards where separate switching services are maintained, including classification, house, team, industry and other tracks switched by yard locomotives.

The returns in columns (h) and (i) should include tracks serving industries, such as mines, mills, smelters, factories, etc. Tracks belonging to an industry for which no rent is payable should not be included.

Tracks leading to and in gravel and sand pits and quarries, the cost of which is chargeable to a clearing account and which are used in getting out material for the respondent's use, should not be included.

Class (1) includes all lines operated by the respondent at the close of the year to which it has title in perpetuity.

Class (2) includes each line, full title to which is in an inactive proprietary corporation of the respondent (i.e., one all of whose outstanding stocks or obligations are held by or for the respondent, and which is operated by the respondent or an affiliated system corporation without any accounting to the said proprietary corporation). It may also include such line when the actual title to all of the outstanding stocks or obligations rest in a corporation controlled by or controlling the respondent, but in the case of any such inclusion, the facts of the relation to the respondent of the corporation holding the securities should be fully set forth in a footnote. An inactive corporation is one which has been practically absorbed in a controlling corporation, and which neither operates property nor administers its financial affairs; if it maintains an organization, it does so only for the purpose of complying with legal requirements and maintaining title to property or franchises.

Class (3) includes all tracks operated under a lease or formal conveyance of less than the grantor's interest in the property, with a specific and unconditional rent reserved. The fact that the lessor does or does not maintain an independent organization for financial purposes is immaterial in this connection.

Class (4) is the same as Class (3), except that the rent reserved is conditional upon earnings or other fact.

Class (5) includes all tracks operated and maintained by others, but over which the respondent has the right to operate some or all of its trains. In the road of this class, the respondent has no proprietary rights but only the rights of a licensee. Include in this class, also, all main tracks, industrial tracks and sidings owned by noncarrier companies and individuals when the respondent operates over them, but does not have exclusive possession of them.

Road held by the respondent as joint or common owner or a joint lessee or under any joint arrangement should be shown in its appropriate class, and the entry of length should be of the entire length of the portion jointly held. The class symbol should have the letter (J) attached.

Road operated by the respondent as agent for another carrier should not be included in this schedule.

700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks cross-overs, and turnouts (f)				
1	1	100%	25,375	4,267	368	3,039	1,749	6,578	41,376	1
2										2
3	1J	12.5%	-	-	-	-	-	-	-	3
4	1J	23.0%	-	-	-	-	-	-	-	4
5	1J	25.0%	14	-	-	-	4	42	60	5
6	1J	33.3%	7	1	1	-	7	9	25	6
7	1J	37.5%	-	-	-	-	-	-	-	7
8	1J	40.0%	-	-	-	-	-	-	-	8
9	1J	44.0%	-	-	-	-	-	-	-	9
10	1J	50.0%	594	226	124	73	32	170	1,219	10
11	1J	62.5%	-	-	-	-	-	-	-	11
12	1J	66.7%	-	-	-	-	-	-	-	12
13		Total 1J	615	227	125	73	43	221	1,304	13
14										14
15		Total 1 and 1J	25,990	4,494	493	3,112	1,792	6,799	42,680	15
16										16
17	2	A&S	19	12	-	3	-	103	137	17
18	2		-	-	-	-	-	-	-	18
19		Total 2	19	12	-	3	-	103	137	19
20										20
21	3A		-	-	-	-	-	-	-	21
22	3B		317	-	-	16	11	47	391	22
23		Total 3	317	-	-	16	11	47	391	23
24										24
25										25
26										26
27	4B		-	-	-	-	-	-	-	27
28		Total 4	-	-	-	-	-	-	-	28
29										29
30										30
31										31
32	5		5,512	1,568	199	36	53	285	7,653	32
33	5J		-	-	-	-	-	-	-	33
34		Total 5	5,512	1,568	199	36	53	285	7,653	34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	31,838	6,074	692	3,167	1,856	7,234	50,861	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

702. MILES OF ROAD AT CLOSE OF YEAR - BY STATES AND TERRITORIES (SINGLE TRACK)

Give particulars, as of the close of the year, of all road operated and of all owned but not operated. The respondent's proportion of operated road held by it as joint or common owner, or under a joint lease, or under any joint arrangement, should be shown in columns (b), (c), (d), or (e), as may be appropriate. The remainder of jointly operated mileage should be shown in column (f). Respondent's proportion of road jointly owned but not operated should be shown in column (h), as may be appropriate. Mileage which has been permanently abandoned should not be included in column (h).

Mileage should be reported to the nearest WHOLE mile adjusted to accord with footings, i.e., counting one-half mile and over as a whole mile and disregarding any fraction less than one-half mile.

Line No.	Cross Check	State or Territory (a)	Line owned (b)	Line of proprietary companies (c)	Line operated under lease (d)	Line operated under contract, etc. (e)	Line operated under trackage rights (f)	Total mileage operated (g)	Line owned, not operated by respondent (h)	New line constructed during year (i)	Line No.
1		Arizona	640	-	-	-	-	640	51	-	1
2		Arkansas	1,316	-	5	-	6	1,327	149	-	2
3		California	2,756	-	-	-	511	3,267	666	-	3
4		Colorado	1,154	-	-	-	358	1,512	171	-	4
5		Idaho	843	-	-	-	5	848	43	-	5
6		Illinois	1,539	19	4	-	636	2,198	10	-	6
7		Indiana	-	-	-	-	4	4	-	-	7
8		Iowa	1,291	-	-	-	95	1,386	6	-	8
9		Kansas	1,563	-	-	-	642	2,205	313	-	9
10		Kentucky	-	-	-	-	12	12	-	-	10
11		Louisiana	1,095	-	-	-	56	1,151	22	-	11
12		Minnesota	422	-	-	-	224	646	16	-	12
13		Missouri	970	-	-	-	514	1,484	365	-	13
14		Montana	125	-	-	-	-	125	52	-	14
15		Nebraska	976	-	-	-	91	1,067	254	-	15
16		Nevada	1,193	-	-	-	-	1,193	-	-	16
17		New Mexico	535	-	-	-	83	618	-	-	17
18		Oklahoma	514	-	308	-	351	1,173	76	-	18
19		Oregon	868	-	-	-	205	1,073	396	-	19
20		Tennessee	9	-	-	-	5	14	-	-	20
21		Texas	5,191	-	-	-	1,123	6,314	291	-	21
22		Utah	1,248	-	-	-	-	1,248	62	-	22
23		Washington	272	-	-	-	260	532	87	-	23
24		Wisconsin	596	-	-	-	331	927	107	-	24
25		Wyoming	874	-	-	-	-	874	-	-	25
26											26
27											27
28											28
29											29
30											30
31		TOTAL MILEAGE	25,990	19	317	-	5,512	31,838	3,137	-	31
32		(single track)									32

NOTES AND REMARKS

(This page intentionally left blank)

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 710

Instructions for reporting locomotive and passenger-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (c), give the number of units purchased new or built in company shops. In column (d), give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (l). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (h). Units rented from others for a period less than one year should not be included in column (i).
4. For reporting purposes, a "locomotive unit" is a self-propelled vehicle generating or converting energy into motion, and designed solely for moving other equipment. An "A" unit is the least number of wheel bases with superstructure designed for use singly or as a lead locomotive unit in combination with other locomotive units. A "B" unit is similar to an "A" unit but it is not equipped for use singly or as a lead locomotive unit. A "B" unit may be equipped with hostler controls for independent operation at terminals.
5. A "self-propelled" car is a rail motor car propelled by electric motors receiving power from a third rail or overhead, or internal combustion engines located on the car itself. Trailers equipped for use only in trains of cars that are self-propelled are to be included as self-propelled equipment.
6. A "diesel" unit includes all units propelled by diesel internal combustion engines regardless of final drive or whether power may at times be supplied from an external conductor. Units other than diesel-electric, e.g., diesel-hydraulic, should be identified in a footnote, giving the number and a brief description.. An "electric" unit includes all units which receive electric power from a third rail or overhead contact wire, and use the power to drive one or more electric motors that propel the vehicle. An "other self-powered unit" includes all units other than diesel or electric, e.g., gas turbine, steam. Show the type of unit, service, and number, as appropriate, in a brief description sufficient for positive identification. An "Auxiliary unit" includes all units used in conjunction with locomotives, but which draw their power from the "mother" unit, e.g., boosters, slugs, etc. For reporting purposes, indicate radio-controlled self-powered diesel units on lines 1 through 8, as appropriate. Radio-controlled units that are not self-propelled, i.e., those without a diesel, should be reported on line 13 under "auxiliary units."

7. Column (k) should show aggregate capacity for all units reported in column (j), as follows:
For locomotive units, report the manufacturer's rated horsepower (the maximum continuous power output from the diesel engines or engines delivered to the main generator or generators for tractive purposes). Exclude capacity data for steam locomotives. For passenger-train cars, report the number of passenger seats available for revenue service, counting one passenger to each berth in sleeping cars.
8. Passenger-train car types and service equipment car types correspond to AAR Mechanical Division designations. Descriptions of car codes and designations are published in The Official Railway Equipment Register.
9. Cross-checks

Schedule 710	Schedule 710
Line 5, column (j)	= Line 11, column (l)
Line 6, column (j)	= Line 12, column (l)
Line 7, column (j)	= Line 13, column (l)
Line 8, column (j)	= Line 14, column (l)
Line 9, column (j)	= Line 15, column (l)
Line 10, column (j)	= Line 16, column (l)

When data appear in column (j), lines 1 through 8, column (k) should have data on the same lines.
When data appear in columns (k) or (l), lines 36 through 53, and 55, column (m) should have data on the same lines.

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or or leased including reclassification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		LOCOMOTIVE UNITS										(H.P.)		
1		Diesel-freight units												1
2		Diesel-passenger units	62	0	0	0	0	0	5	57	62	196,200		2
3		Diesel-multiple purpose units	7,833	100	0	158	7	319	5,431	2,348	7,779	29,768,655		3
4		Diesel-switching units	424	0	0	31	0	97	344	14	358	606,400		4
5	*	TOTAL (lines 1 to 4) units	8,319	100	0	189	7	416	5,780	2,419	8,199	30,571,255		5
6	*	Electric-locomotives	0	0	0	0	0	0	0	0	0	0		6
7	*	Other self-powered units (steam)	2	0	0	0	0	0	2	0	2	0		7
8	*	TOTAL (lines 5, 6 and 7)	8,321	100	0	189	7	416	5,782	2,419	8,201	30,571,255		8
9	*	Auxiliary units	70	0	0	0	1	6	65	0	65	N/A		9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	8,391	100	0	189	8	422	5,847	2,419	8,266	30,571,255	0	10

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR BUILT, DISREGARDING YEAR OF REBUILDING

Line No.	Cross Check	Type of design of units (a)	Before Jan. 1, 1990 (b)	Between Jan. 1, 1990 and Dec. 31, 1994 (c)	Between Jan. 1, 1995 and Dec. 31, 1999 (d)	Between Jan. 1, 2000 and Dec. 31, 2004 (e)	Between Jan. 1, 2005 and Dec. 31, 2009 (f)	During Calendar Year					TOTAL (l)	Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)		
11	*	Diesel	2,284	797	1,272	2,143	1,297	0	101	205	100	0	8,199	11
12	*	Electric	0	0	0	0	0	0	0	0	0	0	0	12
13	*	Other self-powered units (steam)	2	0	0	0	0	0	0	0	0	0	2	13
14	*	TOTAL (lines 11 to 13)	2,286	797	1,272	2,143	1,297	0	101	205	100	0	8,201	14
15	*	Auxiliary units	60	2	3	0	0	0	0	0	0	0	65	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	2,346	799	1,275	2,143	1,297	0	101	205	100	0	8,266	16

710. INVENTORY OF EQUIPMENT - Continued
UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or or leased including reclassification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA,PB, PBO)												17
18		Combined cars (All class C, except CSB)												18
19		Parlor cars (PBC,PC,PL,PO)												19
20		Sleeping cars (PS,PT,PAS,PDS)												20
21		Dining, grill and tavern cars (All class D, PD)												21
22		Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA)												22
23		TOTAL (lines 17 to 22)	0	0	0	0	0	0	0	0	0	0		23
24		Self-Propelled Electric passenger cars (EP,ET)												24
25		Electric combined cars (EC)												25
26		Internal combustion rail motorcars (ED, EG)												26
27		Other self-propelled cars (Specify types)												27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0			28
29		TOTAL (lines 23 to 28)	0	0	0	0	0	0	0	0	0			29
30		COMPANY SERVICE CARS Business car (PV)	73	0	0	0	0	2	71	0	71	N/A		30
31		Board outfit cars (MWX)	110	0	0	0	0	53	57	0	57	N/A		31
32		Derrick and snow removal cars (MWU,MWV,MWW,MWK)	66	0	0	0	0	15	51	0	51	N/A		32
33		Dump and ballast cars (MWB,MWD)	4,468	0	0	0	64	250	1,758	2,524	4,282	N/A		33
34		Other maintenance and service equipment cars	3,775	0	0	0	277	518	3,085	449	3,534	N/A		34
35		TOTAL (lines 30 to 34)	8,492	0	0	0	341	838	5,022	2,973	7,995	N/A		35

710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i). Units rented from others for a period less than one year should not be included in column (j).

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
			Time-mileage cars (b)	All others (c)	Units installed				
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
36		FREIGHT TRAIN CARS							36
		Plain box cars - 40' (B1__, B2__)	0						
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8__)	21						37
38		Equipped box cars (All Code A, Except A_5_)	6,203					12	38
39		Plain gondola cars (All Codes, G & J__1,J__2,J__3,J__4)	4,419					9	39
40		Equipped gondola cars (All Code E)	7,090		93			17	40
41		Covered hopper cars (C__1, C__2, C__3, C__4)	30,954		280			101	41
42		Open top hopper cars--general service (All Code H)	10,932					11	42
43		Open top hopper cars--special service (J__0,J__5, J__6, J__7, J__8, J__9, and K)	2,550					279	43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)	4,908		303				44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)	1,793					2	45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8__)	278						46
47		Flat cars -- multi-level (All Code V)	1,116					4	47
48		Flat cars -- general service (F10_, F20_, F30_)	15						48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_)	2,295					795	49
50		Tank cars -- under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)	0						50
51		Tank cars -- 22,000 gallons and over (T__6, T__7, T__8, T__9)	184						51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)	17						52
53		TOTAL (lines 36 to 52)	72,775	0	676	0	0	1,230	53
54		Caboose (All Code M-930)							54
55		TOTAL (lines 53 and 54)	72,775	0	676	0	0	1,230	55

710. INVENTORY OF EQUIPMENT - Continued

4. Column (m) should show aggregate capacity for all units reported in columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs.) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to carry customarily.
5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Changes during the year (concluded) Units retired from service respondent whether owned or leased, including reclassification (h)	Units at Close of Year						Line No.
		Owned and used (i)	Leased from others (j)	Total in service of respondent col. (i) & (j)		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
				Time-mileage cars (k)	All other (l)			
36								36
	0	0	0	0	0	0	0	
37								37
	5	16	0	16	0	1,399	0	
38								38
	1,066	3,749	1,400	5,149	0	429,950	0	
39								39
	201	1,121	3,106	4,227	0	502,008	0	
40								40
	349	5,246	1,605	6,851	0	690,459	0	
41								41
	3,442	13,362	14,531	27,893	0	3,009,050	0	
42								42
	1,158	7,991	1,794	9,785	0	1,042,748	0	
43								43
	59	280	2,490	2,770	0	322,426	0	
44								44
	123	910	4,178	5,088	0	409,993	0	
45								45
	40	1,741	14	1,755	0	140,623	0	
46								46
	101	5	172	177	0	49,350	0	
47								47
	8	1,060	52	1,112	0	42,661	0	
48								48
	1	13	1	14	0	1,141	0	
49								49
	345	1,617	1,128	2,745	0	279,058	0	
50								50
	0	0	0	0	0	0	0	
51								51
	27	0	157	157	0	15,398	0	
52								52
	1	16	0	16	0	1,625	0	
53								53
	6,926	37,127	30,628	67,755	0	6,937,889	0	
54								54
	0	0	0	0	0	0	0	
55								55
	6,926	37,127	30,628	67,755	0	6,937,889	0	

710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
					Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
56		FLOATING EQUIPMENT Self-propelled vessels (Tugboats, car ferries, etc.)							56
57		Non-self-propelled vessels (Car floats, lighters, etc.)							57
58		TOTAL (lines 56 and 57)							58
59		HIGHWAY REVENUE EQUIPMENT Chassis Z1__, Z67__, Z68__, Z69__	36,993					2,840	59
60		Dry van U2 __, Z __, Z6 __, 1-6							60
61		Flat bed U3 __, Z3 __							61
62		Open bed U4 __, Z4 __							62
63		Mechanical refrigerator U5 __, Z5 __							63
64		Bulk hopper U0 __, Z0 __							64
65		Insulated U7 __, Z7 __							65
66		Tank Z0 __, U6 __ (See Note)							66
67		Other trailer and container (Special equipped dry van U9 __, Z8 __, Z9 __)	53,921	0	1,999	0	0	2,405	67
70		TOTAL (lines 59 and 69)	90,914	0	1,999	0	0	5,245	70

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank otherwise it is a bulk hopper.

710. INVENTORY OF EQUIPMENT - Concluded

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Changes during the year (Concluded)	Units at Close of Year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent [col. (i) & (j)]		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56									56
57									57
58									58
59		2,908	12,085	24,840	36,925		1,126,213		59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67		7,499	21,586	29,240	50,826		1,443,458		67
70		10,407	33,671	54,080	87,751		2,569,671		70

NOTES AND REMARKS

710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR
(Dollars in Thousands)

1. Give particulars as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at time of filing of report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S) including units acquired through capitalized leases (L).
2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO), steel boxcars-special service (XAP), etc. For TOFC/COFC show type of equipment as enumerated in Schedule 710.
3. In column (c) show the total weight in tons of 2,000 pounds. The weight of the equipment acquired should be the weight empty.
4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.
5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars and company service cars and columns (d) and (f) for freight train cars, floating equipment and highway revenue equipment. Disclose new units in the upper section of this schedule and in the lower section disclose rebuilt units acquired or rewritten into the respondent's accounts. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1	LOCOMOTIVES					1
2	C45AC	60	12,744	154,280		2
3	SD70AC	40	8,496	102,854		3
4						4
5	FREIGHT CARS					5
6	COVERED HOPPERS	280	8,903	26,503		6
7	GONDOLAS	93	3,189	12,686		7
8	OPEN TOP HOPPERS 1/	325	17,030	79,332		8
9						9
10	HIGHWAY REVENUE EQUIPMENT					10
11	CONTAINERS - 53 FT	1,999	10,425	22,033		11
12						12
13						13
14						14
15						15
16						16
17	1/ 3/ TOTAL	2,797	N/A	397,688		17

REBUILT UNITS

18	LOCOMOTIVES 1/ 2/					18
19	SD40-2	100	19,525	55,056		19
20	9-44CW	36	7,052	23,649		20
21	GP60	30	5,876	19,708		21
22	8-41CW	10	1,959	6,569		22
23	GP15-1	27	3,766	8,343		23
24	GP38-2	27	3,718	8,601		24
25	GP40	3	449	1,074		25
26	MP15	10	1,346	3,222		26
27	SD38-2	15	2,051	4,313		27
28						28
29						29
30	WORK EQUIPMENT					30
31	LOCOMOTIVE CRANES 3/	0	0	54		31
32	JORDAN SPREADERS 3/	0	0	2		32
33						33
34						34
35						35
36						36
37	1/ 2/ 3/ TOTAL	258	N/A	130,591		37
38						38
39	1/ 2/ 3/ GRAND TOTAL	3,055	N/A	\$528,279	N/A	39

1/ Includes 107 rebuilt six-axle switch locomotives, 32 rebuilt four-axle switch locomotives, 22 refrigerated boxcars financially complete this year.

2/ Excludes 70 rebuilt six-axle locomotives not financially complete this year.

3/ Includes cost incurred in the current year related to new units included in the prior year.

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULES 720, 721, 723, AND 726

- For purposes of these schedules, the track categories are defined as follows:

Track category (1)

A - Freight density of 20 million or more gross ton miles per track mile per year (including passing tracks, turnouts and crossovers).

B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (including passing tracks, turnouts and crossovers).

C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (including passing tracks, turnouts and crossovers).

D - Freight density of less than 1 million gross ton miles per track mile per year (including passing tracks, turnouts and crossovers).

E - Way and yard switching tracks (passing tracks, turnouts, and crossovers shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate.)

F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless it is dedicated entirely to passenger service, category F.

Potential abandonments -- Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995.

- This schedule should include all class 1, 2, 3, or 4 track from Schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
- If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
- Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

720. TRACK AND TRAFFIC CONDITIONS

- Disclose the requested information pertaining to track and traffic conditions.

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)
1	A	19,601	49.89	N/A	175
2	B	6,725	12.64	N/A	37
3	C	2,529	2.45	N/A	50
4	D	5,601	0.18	N/A	11
5	E	8,752	N/A	N/A	0
6	TOTAL	43,208	24.93	N/A	273
7	F	8,943	N/A	N/A	N/A
8	Potential abandonments	44	N/A	N/A	N/A

* To determine average density, total track miles (route miles times number of tracks), rather than route miles, shall be used.

N/A - Information is not available.

721. TIES LAID IN REPLACEMENT

86

1. Furnish the requested information concerning ties laid in replacement.
2. In column (j), report the total board feet of switch and bridge ties laid in replacement.
3. The term "spot maintenance" in column (k) means repairs to track components during routing inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total ties or board feet laid in replacement considered to be spot maintenance.
4. In No. 9, the average cost per tie should include transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply storage and seasoning yards, and in the case of treating ties, also the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines, and placing the ties in tracks and of train service other than that necessary in connection with loading or treatment should not be included in this schedule.

Line No.	Track category (a)	Number of crossties laid in replacement							Total (i)	Switch and bridge ties (board feet) (j)	Crossties switch and bridge ties Percent of spot maintenance (k)	Line No.
		New ties				Second-hand ties						
		Wooden		Concrete (d)	Other (e)	Wooden		Other (h)				
		Treated (b)	Untreated (c)			Treated (f)	Untreated (g)					
1	A	2,402,579		199,615	1,000	21,393			2,624,587	4,219,529	N/A	1
2	B	540,124		66,982	0	0			607,106	1,075,949		2
3	C	128,095		0	0	12,060			140,155	468,053		3
4	D	55,594		0	0	10,103			65,697	245,295		4
5	E	192,914		20,660	408	12,749			226,731	740,913		5
6	TOTAL	3,319,306		287,257	1,408	56,305			3,664,276	6,749,739		6
7	F											7
8	Potential abandonment											8
9	Average cost per crosstie	\$52.80	and switch tie (MBM)		\$1,393.52							

** Concrete and steel switch ties are not included in column (j). In lieu of board measure, number of switch ties was 126 at an average cost of \$727.28.

N/A - Information is not available.

722. TIES LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

Give particulars of ties laid during the year in new construction during the year.

In column (a) classify the ties as follows:

U - Wooden ties untreated when applied.

T - Wooden ties treated before application.

S - Ties other than wooden (steel, concrete, etc.). Indicate type in column (h).

Report new and second-hand (relay) ties separately, indicating in column (h) which ties are new.

In columns (d) and (g) show the total cost, including transportation charges on foreign lines, tie trains, loading, inspection, and the cost of handling ties in general supply, storage, and seasoning yard. In the case of treated ties, also show the cost of handling at treating plants and the cost of treatment. The cost of unloading, hauling over carrier's own lines and placing the ties in tracks, and of train service, other than that necessary in connection with loading or treatment, should not be included in this schedule.

Line No.	Class of ties (a)	CROSSTIES			SWITCH AND BRIDGE TIES			Remarks (h)	Line No.
		Total number of ties applied (b)	Average cost per tie (c)	Total cost of crossties laid in new tracks during year (d)	Number of feet (board measure) laid in tracks (e)	Average cost per M feet (board measure) (f)	Total cost of switch and bridge ties laid in new tracks during year (g)		
1	T	104,538	\$68.27	\$7,137	178,172	\$1,766.80	\$315	New	1
2	T	30	5.00	0				Secondhand	2
3	S	147,482	80.81	11,918				Concrete	3
4	S				504	\$729.70	368	Concrete -Reported per tie in lieu of board measure.	4
5	S	9,813	68.94	677				Steel	5
6	S							Steel -Reported per tie in lieu of board measure.	6
7	S							Plastic	7
8									8
9									9
10									10
11									11
12									12
13									13
14									14
15									15
16									16
17									17
18									18
19									19
20	TOTAL	261,863		\$19,732	N/M		\$683		20
21	Number of miles of new running tracks, crossovers, etc., in which ties were laid _____ N/A _____.								21
22	Number of miles of new yard, station, team, industry, and other switching tracks in which ties were laid _____ N/A _____.								22

723. RAILS LAID IN REPLACEMENT

1. Furnish the requested information concerning rails laid in replacement.
2. The term "spot maintenance" in column (h) means repairs to track components during routine inspections, as opposed to programmed replacements aimed at upgrading the general condition of the tracks. "Percent of spot maintenance" refers to the percentage of total rails laid in replacement considered to be spot maintenance.
3. In line 9, the average cost of new and relay rail should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines and placing the rails in tracks and of train service in connection with the distribution of rails should not be included in this schedule.

Line No.	Track category (a)	Miles of rail laid in replacement (rail miles)				Total		Percent of spot maintenance (h)	Line No.
		New rail		Relay rail		Welded rail (f)	Bolted rail (g)		
		Welded rail (b)	Bolted rail (c)	Welded rail (d)	Bolted rail (e)				
1	A	1,172.76	36.94	79.42	3.53	1,252.18	40.47	N/A	1
2	B	72.46	7.01	117.46	0.88	189.92	7.89	N/A	2
3	C	12.83	1.86	62.64	1.31	75.47	3.17	N/A	3
4	D	16.57	1.42	23.63	0.07	40.20	1.49	N/A	4
5	E	1.32	5.67	49.22	1.98	50.54	7.65	N/A	5
6	TOTAL	1,275.94	52.90	332.37	7.77	1,608.31	60.67	N/A	6
7	F							N/A	7
8	Potential abandonment							N/A	8
9	Average cost of new and relay rail laid in replacement per gross ton			New	\$1,144	Relay	\$385	9

N/A - Information is not available.

724. RAILS LAID IN ADDITIONAL TRACKS AND IN NEW LINES AND EXTENSIONS
(Dollars in Thousands)

1. Give particulars of all rails applied during the year in connection with the construction of new track.

In column (a) classify the kind of rail applied as follows:

- (1) New steel rails, Bessemer process.
- (2) New steel rails, open-hearth process.
- (3) New rails, special alloy (describe more fully in a footnote).
- (4) Relay rails.

2. Returns in columns (c) and (g) should be reported in WHOLE numbers. Fractions of less than one-half should be disregarded, and fractions of one-half or more should be counted as one.
3. The returns in columns (d) and (h) should include the cost of loading at the point of purchase ready for shipment, the freight charges paid foreign lines, and the cost of handling rails in general supply and storage yards. The cost of unloading, hauling over carrier's own lines, and placing the rails in tracks, as well as train service in connection with the distribution of the rail should not be included in this schedule.

Line No.	Class of rail (a)	RAIL APPLIED IN RUNNING TRACKS, PASSING TRACKS, CROSS-OVERS, ETC.				RAIL APPLIED IN YARD, STATION, TEAM, INDUSTRY AND OTHER SWITCHING TRACKS				Line No.	
		Weight of rail		Total cost of rail applied in running tracks, passing tracks, cross-overs, etc., during year (d)	Average cost per ton (2,000 lbs.) (e)	Weight of rail		Total cost of rail applied in yard station, team, industry, and other switching tracks during year (h)	Average cost per ton (2,000 lbs.) (i)		
		Pounds per yard of rail (b)	Number of tons (2,000 lbs.) (c)			Pounds per yard of rail (f)	Number of tons (2,000 lbs.) (g)				
1	2	115	5	\$5	\$878	115	0	\$0	\$0	1	
2	2	136	3,983	4,242	1,065	136	3,334	3,528	1,058	2	
3	2	141	9,615	10,548	1,097	141	1,430	1,518	1,062	3	
4										4	
5										5	
6	4	133	0	0	0	133	1,544	513	332	6	
7	4	136	0	0	0	136	3,723	1,275	343	7	
8										8	
9										9	
10										10	
11										11	
12										12	
13										13	
14										14	
15										15	
16										16	
17										17	
18										18	
19										19	
20										20	
21										21	
22										22	
23										23	
24										24	
25										25	
26										26	
27										27	
28										28	
29	TOTAL	N/A	13,603	\$14,795		N/A	10,031	\$6,834		29	
30	Number of miles new running tracks, passing tracks, cross-over, etc., in which rails were laid.										30
31	Number of miles of new yard, station, team, industry, and other switching tracks in which rails were laid.										31
32	Track-miles of welded rail installed on system this year _____ N/A _____; total to date _____ N/A _____.										32

725. WEIGHT OF RAIL

Give the particulars called for below concerning the road and track operated by the respondent at the close of the year. Only the respondent's proportion of jointly-owned mileage should be included. Under "Weight of rail," the various weights of rails should be given. Road and track occupied under trackage right or other form of license should not be included herein, but all road and track held under any form of lease (granting exclusive possession to the lessee) should be included.

Line No.	Weight of rails per yard (a)	Line-haul companies (miles of main track) (b)	Switching and terminal companies (miles of all tracks) (c)	Remarks (d)	Line No.
	Pounds				
1					1
2	141	3,437			2
3	140	10			3
4	136	10,117			4
5	133	9,631			5
6	132	731			6
7	131	458			7
8	130	5			8
9	128	4			9
10	127	1			10
11	119	1,169			11
12	115	2,368			12
13	113	433			13
14	112	1,420			14
15	110	110			15
16	106	3			16
17	100	283			17
18	90	414			18
19	85	98			19
20	80	51			20
21	75	23			21
22	72	18			22
23	70	8			23
24	65	0			24
25	60	0			25
26	Under 60	0			26
27					27
28	TOTAL	30,792			28
29					29
30					30
31					31
32					32
33					33
34					34
35					35
36					36
37					37
38					38
39					39
40					40
41					41
42					42
43					43
44					44
45					45
46					46

726. SUMMARY OF TRACK REPLACEMENTS

1. Furnish the requested information concerning the summary of track replacements.
2. In columns (d), (e), (g), and (j) give the percentage of replacements to units of property in each track category at year end.

Line No.	Track category (a)	Ties				Rail		Ballast	Track surfacing		Line No.
		Number of ties replaced		Percent replaced		Miles of rail replaced (rail-miles) (f)	Percent replaced (g)	Cubic yards of ballast placed (h)	Miles surfaced (i)	Percent surfaced (j)	
		Crossties (b)	Switch and bridge ties (board feet) (c)	Crossties (d)	Switch and bridge ties (board feet) (e)						
1	A	2,624,587	4,219,529	4.6%	N/A	1,292.65	3.3%	3,327,242	8,458	43.2%	1
2	B	607,106	1,075,949	3.1%	N/A	197.81	1.5%	685,593	1,279	19.0%	2
3	C	140,155	468,053	1.9%	N/A	78.64	1.6%	75,926	250	9.9%	3
4	D	65,697	245,295	0.4%	N/A	41.69	0.4%	43,772	489	8.7%	4
5	E	226,731	740,913	0.9%	N/A	58.19	0.3%	201,044	541	6.2%	5
6	TOTAL	3,664,276	6,749,739	2.9%	N/A	1,668.98	1.9%	4,333,577	11,017	25.5%	6
7	F										7
8	Potential abandonments										8

750. CONSUMPTION OF DIESEL FUEL

(Dollars in Thousands)

LOCOMOTIVES			
Line No.	Kind of locomotive service (a)	Diesel Diesel oil (gallons) (b)	Line No.
1	Freight	963,559,993	1
2	Passenger	10,348,472	2
3	Yard switching	128,537,666	3
4	TOTAL	1,102,446,131	4
5	COST OF FUEL \$(000) *	\$3,446,691	5
6	Work Train	7,454,447	6

* Show cost of fuel charged to train and yard service (function 67-Loco. Fuels). The cost stated for diesel fuel should be the total charges in the accounts specified, including freight charges and handling expenses. Fuel consumed by mixed and special trains that are predominantly freight should be included in freight service, but where the service of mixed special trains predominantly passenger, the fuel should be included in passenger service.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755

Unit Train, Way Train and Through Train data under Items 2, 3, 4, 6, and 12 shall be obtained from conductor's wheel reports (freight) or similar records. Unit train service is a specialized scheduled shuttle type service in equipment (Railroad or privately owned) dedicated to such service, moving between origin and destination. The applicable tariffs and/or contracts generally require that a specific minimum tonnage or quantity of carloads be tendered as a unit for shipment on one bill of lading or other shipping document in a solid train for movement between origin and destination. Such tariffs and/or contracts generally contain restricted detention provisions and are subject to time-volume requirements which reflect the approximate capacity of the unit trains for the stated period. Way Trains are defined as trains operated primarily to gather and distribute cars in road service and move them between way stations or way points. Through Trains are those trains operated between two or more major concentration or distribution points. Do not include Unit Train statistics in Way and Through Train statistics. A Work Train is a train operated solely or preponderantly for the purpose of transporting company freight, work equipment or company employees. Statistics for Work Trains should be reported under Item 11 only. Statistics related to company equipment, company employees and company freight moving in transportation trains are not to be reported in Item 11, but are to be reported in Items 4-17, 6-04, 7-02, and 8-04 and 8-05 as instructed in Notes I, K, and L.

(A) Report miles of road operated at close of year excluding industrial tracks, yard tracks, and sidings.

(B) A train-mile is the movement of a train a distance of 1 mile. In computing train-miles, fractions representing less than one-half mile shall be disregarded and other fractions considered as 1 mile. Train Miles -- Running shall be based on the actual distance run between terminals and/or stations and shall be computed from the official time tables or distance tables. Train-miles shall not be increased to cover the running of locomotives from shops to terminals, doubling hills, switching, or other work at way stations, or for the service of helper or pusher locomotives or of extra locomotives on double-head or triple-head trains. When the carrier's trains are detoured over foreign roads, the miles shall be computed on the basis of the miles actually run and in accordance with the service performed. Train-miles shall be kept separately for trains hauled by locomotives and trains moved by motorcars.

(C) A motorcar is a self-propelled unit of equipment designed to carry freight or passenger traffic and is not considered a locomotive.

(D) A locomotive is a self-propelled unit of equipment designed solely for moving other equipment. A locomotive unit-mile is a movement of a locomotive unit a distance of 1 mile under its own power. Include miles made by all locomotive units. Exclude miles made by motorcars. Miles of locomotives in helper service shall be computed on the basis of actual distance run in such service.

(E) All locomotive units-miles in road service shall be based on the actual distance run between terminals and/or stations. Follow instructions (B) regarding fractions and official time tables for computing locomotive-units.

(F) Train switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in such service. Include miles allowed train locomotives for performing switching service at terminals and way stations.

(G) Yard switching locomotive-miles shall be computed at the rate of 6 miles per hour for the time actually engaged in yard switching service. Include miles allowed to yard locomotives for switching service in yards where regular switching service is maintained and in terminal switching and transfer service.

(H) A car-mile is a movement of a unit of car equipment a distance of 1 mile. Use car designations shown in Schedule 710. Under Railroad Owned and Leased Cars, Items 4-01 and 4-11, report both foreign cars and respondent's own cars while on the line of the respondent railroad. In Items 4-13 and 4-15, report private-line cars and shipper-owned cars. Loaded and empty miles should be reported whether or not the railroad reimbursed the owner on a loaded and/or empty miles basis. Report miles made by flatcars carrying empty highway trailers that are not moving under revenue billings as empty freight car-miles. Do not report miles made by motorcars or business cars.

(I) Exclude from Item 4-01, 4-11, 4-13, and 4-15 car-miles of work equipment, cars carrying company freight and non-revenue private line cars moving in transportation trains. Include such car-miles in Item 4-17, 4-18, and 4-19. If private line cars move in revenue service, the loaded and empty miles should not be considered no-payment or non-revenue car-miles.

(J) Report miles actually run by passenger-train cars in transportation service. Passenger-train car-miles include miles run by coaches and cars in which passengers are carried at regular tariff fares without extra charge for space occupied; miles run by combination passenger and baggage, passenger and mail, passenger and express; miles run by sleeping, parlor and other cars for which an extra fare is charged; miles run by dining, cafe, and other cars devoted exclusively to the serving of meals and other refreshments and by club, lounge, and observation cars; and miles run by other passenger-train cars where services are combined such as baggage, express and mail.

(K) From conductors' or dispatchers' train reports or other appropriate source, compute weight in tons (2,000 pounds). Item 6-01 includes weight of all locomotive units moved 1 mile in transportation trains. Ton-miles of motorcars should be excluded. Items 6-02 and 6-03 represent tons behind locomotive units (cars and contents, cabooses) moved one mile in transportation trains (excluding non-revenue gross ton-miles). Non-revenue gross ton-miles in transportation trains include work equipment and cars carrying company freight (and other contents). Use 150 lbs. as the average weight per passenger, and 4 tons as the average weight of contents of each head-end car.

(L) From conductors' train reports or other appropriate source, compute ton-miles of freight. Ton-miles represent the number of tons of revenue and non-revenue freight moved one mile in transportation train. Include net ton-miles in motorcar trains. Exclude 1.c.1. shipment of freight handled in mixed baggage express cars. Total Ton-Miles Revenue Freight should correspond to the Ton-Miles reported on Form CBS.

INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE 755 - Concluded

(M) Road service represents elapsed time of transportation trains (both ordinary and light) between the time of leaving the initial terminals and the time at the final terminals, including trains switching at way stations and delays on road as shown by conductors' or dispatchers' train reports. Include time of motorcar service performed by train locomotives at terminals and way stations. Report in Item 9-02 train switching hours included in Item 9-01. Train switching is the time spent by the train while performing switching service at terminals and way stations where no regular yard service is maintained. A train hour is independent of the number of locomotives in the train.

(N) Yard switching hours are hours expended in switching service performed by yard crews in yards where regular switching service is maintained, including switching and transfer service in connection with the transportation of revenue and incidentally of company freight. Hours in yard switching are independent of the number of locomotives used.

(O) Work-train miles inside the miles run by trains engaged in company service such as official inspection; inspection trains for railway Commissioners for which no revenue is received; trains running special with fire apparatus to save carrier's property from destruction; trains run for transporting the carrier's employees to and from work when no transportation charge is made, wrecking trains; trains run solely for the purpose of transporting company material; trains run for distributing material and supplies for use in connection with operations; and all other trains used in work-train services. Exclude miles run by locomotives while engaged incidentally in switching company materials in company shops or material yards in connection with regular yard switching service or in switching equipment for repairs between yards and shops.

(P) The number of loaded freight cars shall be obtained from the conductors' wheel report and shall be the sum of all loaded cars handled by each train. For example, if a car moves loaded (1) in a way train from the origination points, (2) in two through trains, and (3) in a way train to the destination point, the total count of loaded cars would be four: two counts for the movements in the way trains and two counts for the movements in through trains. Therefore, each car originated or received from a connecting carrier receives an initial count, plus one count for each subsequent physical transfer between trains on respondent lines. No additional count is given because of crew change or changes in track identification number unless there is a physical transfer of the car between trains. Each car moving under revenue billing shall be considered as a loaded car.

(Q) Report vehicle (TOFC trailers/containers, automobiles and trucks) loaded and unloaded to and from TOFC and multiple level freight cars when the work is performed at the railroad's expense.

(R) Report the number of loaded revenue trailers/containers picked up, plus revenue trailers/containers delivered in TOFC/COFC and in highway interchange service, when the work is performed at the railroads' expense. (Performed at railroads' expense means that railroad employees perform the service or that the railroad hires a subsidiary or outside contractor to perform the service.) Do not include those trailers/containers which are picked up or delivered by a shipper or motor carrier, etc., when a tariff provision requires the shipper-motor carrier, etc., and not the railroad to perform that service. Note: The count should reflect the trailers/containers for which expenses is reported in Schedule 417, Line 2, Column (b).

(S) Report under Marine Terminals, Item 16, the tons loaded onto and unloaded from marine vessels at the expense of the reporting railroad.

(T) Report the total number of foreign railroad cars on line at the end of the year (except surplus cars, see below). Foreign railroad cars refer to freight cars owned by other railroads whose interline rental is settled on time (by hour) and actual line-haul mileage charges under the Code of Car Hire Rules.

Carriers will be governed by local conditions in determining whether a car at an interchange point should be considered "on line." Unserviceable cars include cars on repair tracks undergoing or awaiting repairs. They include cars on repair tracks repaired and awaiting switching, cars on repair tracks undergoing or awaiting repairs switching, cars awaiting movement to repair tracks held in train yard (excluding cars which are to be repaired in train yard without loss of time), car moving empty in trains en route to shop, and cars stored awaiting disposition.

Surplus cars are cars which are in serviceable condition for loading on the last day of the year, but have not been placed for loading within 48 hours. This count can be an annual average based on weekly count of cars that have not been placed for loading within 48 hours.

755. RAILROAD OPERATING STATISTICS

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
1		1. Miles of Road Operated (A)	31,838		1
2		2. Train Miles - Running (B)			
		2-01 Unit Trains	38,953,357	XXXXXX	2
3		2-02 Way Trains	6,010,641	XXXXXX	3
4		2-03 Through Trains	95,886,790	0	4
5		2-04 TOTAL TRAIN MILES (lines 2-4)	140,850,788	0	5
6		2-05 Motorcars (C)	0	0	6
7		2-07 TOTAL ALL TRAINS (lines 5 and 6)	140,850,788	0	7
		3. Locomotive Unit Miles (D)			
8		Road Service (E)			
		3-01 Unit Trains	117,713,976	XXXXXX	8
9		3-02 Way Trains	13,164,768	XXXXXX	9
10		3-03 Through Trains	284,700,879	0	10
11		3-04 TOTAL (lines 8-10)	415,579,623	0	11
12		3-11 Train Switching (F)	13,242,366	XXXXXX	12
13		3-21 Yard Switching (G)	21,699,474	0	13
14		3-31 TOTAL ALL SERVICES (line 11-13)	450,521,463	0	14
		4. Freight Car-Miles (thousands) (H)			
15		4-01 RR Owned and Leased Cars - Loaded			
		4-010 Box-Plain 40-Foot	0	XXXXXX	15
16		4-011 Box-Plain 50-Foot and Longer	9,901	XXXXXX	16
17		4-012 Box-Equipped	224,998	XXXXXX	17
18		4-013 Gondola-Plain	155,485	XXXXXX	18
19		4-014 Gondola-Equipped	81,758	XXXXXX	19
20		4-015 Hopper-Covered	364,074	XXXXXX	20
21		4-016 Hopper-Open Top-General Service	184,571	XXXXXX	21
22		4-017 Hopper-Open Top-Special Service	118,081	XXXXXX	22
23		4-018 Refrigerator-Mechanical	84,472	XXXXXX	23
24		4-019 Refrigerator-Non-Mechanical	19,109	XXXXXX	24
25		4-020 Flat-TOFC/COFC	345,397	XXXXXX	25
26		4-021 Flat-Multi-Level	85,392	XXXXXX	26
27		4-022 Flat-General Service	428	XXXXXX	27
28		4-023 Flat-All Other	63,650	XXXXXX	28
29		4-024 All Other Car Types-Total	848	XXXXXX	29
30		4-025 TOTAL (Lines 15-29)	1,738,164	XXXXXX	30

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
31		4-11 RR Owned and Leased Cars - Empty 4-110 Box-Plain 40-Foot	0	XXXXXX	31
32		4-111 Box-Plain 50-Foot and Longer	9,190	XXXXXX	32
33		4-112 Box-Equipped	185,947	XXXXXX	33
34		4-113 Gondola-Plain	155,072	XXXXXX	34
35		4-114 Gondola-Equipped	82,360	XXXXXX	35
36		4-115 Hopper-Covered	379,154	XXXXXX	36
37		4-116 Hopper-Open Top-General Service	191,654	XXXXXX	37
38		4-117 Hopper-Open Top-Special Service	109,205	XXXXXX	38
39		4-118 Refrigerator-Mechanical	64,788	XXXXXX	39
40		4-119 Refrigerator-Non-Mechanical	19,260	XXXXXX	40
41		4-120 Flat-TOFC/COFC	15,089	XXXXXX	41
42		4-121 Flat-Multi-Level	32,898	XXXXXX	42
43		4-122 Flat-General Service	390	XXXXXX	43
44		4-123 Flat-All Other	61,943	XXXXXX	44
45		4-124 All Other Car Types	674	XXXXXX	45
46		4-125 TOTAL (Lines 31-45)	1,307,624	XXXXXX	46
47		4-13 Private Line Cars - Loaded (H) 4-130 Box-Plain 40-Foot	0	XXXXXX	47
48		4-131 Box-Plain 50-Foot and Longer	39,843	XXXXXX	48
49		4-132 Box-Equipped	86,405	XXXXXX	49
50		4-133 Gondola-Plain	905,688	XXXXXX	50
51		4-134 Gondola-Equipped	24,065	XXXXXX	51
52		4-135 Hopper-Covered	841,093	XXXXXX	52
53		4-136 Hopper-Open Top-General Service	36,012	XXXXXX	53
54		4-137 Hopper-Open Top-Special Service	299,063	XXXXXX	54
55		4-138 Refrigerator-Mechanical	18,670	XXXXXX	55
56		4-139 Refrigerator-Non-Mechanical	1,909	XXXXXX	56
57		4-140 Flat-TOFC/COFC	952,492	XXXXXX	57
58		4-141 Flat-Multi-Level	491,573	XXXXXX	58
59		4-142 Flat-General Service	38	XXXXXX	59
60		4-143 Flat-All Other	128,491	XXXXXX	60
61		4-144 Tank Under 22,000 Gallons	158,184	XXXXXX	61
62		4-145 Tank-22,000 Gallons and Over	562,705	XXXXXX	62
63		4-146 All Other Car Types	23,972	XXXXXX	63
64		4-147 TOTAL (lines 47-63)	4,570,203	XXXXXX	64

755. RAILROAD OPERATING STATISTICS - Continued

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
65		4-15 Private Line Cars - Empty (H)	XXXXXX	XXXXXX	
		4-150 Box-Plain 40-Foot	0	XXXXXX	65
66		4-151 Box-Plain 50-Foot and Longer	22,826	XXXXXX	66
67		4-152 Box-Equipped	54,350	XXXXXX	67
68		4-153 Gondola-Plain	897,907	XXXXXX	68
69		4-154 Gondola-Equipped	23,547	XXXXXX	69
70		4-155 Hopper-Covered	810,748	XXXXXX	70
71		4-156 Hopper-Open Top-General Service	35,021	XXXXXX	71
72		4-157 Hopper-Open Top-Special Service	294,644	XXXXXX	72
73		4-158 Refrigerator-Mechanical	16,533	XXXXXX	73
74		4-159 Refrigerator-Non-Mechanical	1,771	XXXXXX	74
75		4-160 Flat-TOFC/COFC	48,390	XXXXXX	75
76		4-161 Flat-Multi-Level	186,309	XXXXXX	76
77		4-162 Flat-General Service	61	XXXXXX	77
78		4-163 Flat-All Other	114,179	XXXXXX	78
79		4-164 Tank Under 22,000 Gallons	156,484	XXXXXX	79
80		4-165 Tank-22,000 Gallons and Over	555,904	XXXXXX	80
81		4-166 All Other Car Types	5,267	XXXXXX	81
82		4-167 TOTAL (lines 65-81)	3,223,941	XXXXXX	82
83		4-17 Work Equipment and Company Freight Car-Miles	118,211	XXXXXX	83
84		4-18 No Payment Car-Miles (I) (1)	0	XXXXXX	84
85		4-19 Total Car-Miles by Train Type (Note)			
		4-191 Unit Trains	4,506,185	XXXXXX	85
86		4-192 Way Trains	167,474	XXXXXX	86
87		4-193 Through Trains	6,284,484	XXXXXX	87
88		4-194 TOTAL (lines 85-87)	10,958,143	XXXXXX	88
89		4-20 Caboose Miles	39	XXXXXX	89

(1) As in prior years, the passenger statistics exclude results from commuter operations.

(2) As in prior years, the passenger statistics exclude results from commuter operations.

Note: Line 88 total car miles is equal to the sum of lines 30, 46, 64, 82, 83 and 84. Accordingly, the car miles reported on lines 83 and 84 are to be allocated to lines 85, 86 and 87 and included in the total shown on line 88. Line 88 excludes business car miles.

755. RAILROAD OPERATING STATISTICS - Concluded

Line No.	Cross Check	Item description (a)	Freight train (b)	(2) Passenger train (c)	Line No.
		6. Gross Ton-Miles (thousands) (K)			
98		6-01 Road Locomotives	85,192,430	XXXXXX	98
99		6-02 Freight Trains, Cars, Cnts., and Caboose			
		6-020 Unit Trains	374,646,681	XXXXXX	99
100		6-021 Way Trains	12,831,229	XXXXXX	100
101		6-022 Through Trains	561,586,640	XXXXXX	101
102		6-03 Passenger-Trains, Cars, and Cnts.		0	102
103		6-04 Non-Revenue	7,099,022	XXXXXX	103
104		6-05 TOTAL (lines 98-103)	1,041,356,002	0	104
		7. Tons of Freight (thousands)			
105		7-01 Revenue	547,526	XXXXXX	105
106		7-02 Non-Revenue	9,676	XXXXXX	106
107		7-03 TOTAL (lines 105 and 106)	557,202	XXXXXX	107
		8. Ton-Miles of Freight (thousands) (L)			
108		8-01 Revenue-Road Service	514,271,288	XXXXXX	108
109		8-02 Revenue-Lake Transfer Service	0	XXXXXX	109
110		8-03 TOTAL (lines 108, 109)	514,271,288	XXXXXX	110
111		8-04 Non-Revenue-Road Service	4,926,967	XXXXXX	111
112		8-05 Non-Revenue-Lake Transfer Service	0	XXXXXX	112
113		8-06 TOTAL (lines 111 and 112)	4,926,967	XXXXXX	113
114		8-07 TOTAL-REVENUE AND NON-REVENUE (lines 110 and 113)	519,198,255	XXXXXX	114
		9. Train Hours (M)			
115		9-01 Road Service	5,934,156	XXXXXX	115
116		9-02 Train Switching	1,241,369	XXXXXX	116
117		10. TOTAL YARD-SWITCHING HOURS (N)	2,301,150	XXXXXX	117
		11. Train-Miles Work Trains (O)			
118		11-01 Locomotives	2,019,151	XXXXXX	118
119		11-02 Motorcars		XXXXXX	119
		12. Number of Loaded Freight Cars (P)			
120		12-01 Unit Trains	3,239,155	XXXXXX	120
121		12-02 Way Trains	2,658,359	XXXXXX	121
122		12-03 Through Trains	8,368,200	XXXXXX	122
123		13. TOFC/COFC-No. of Rev. Trailers and Containers Loaded and Unloaded (Q)	6,148,519	XXXXXX	123
124		14. Multi-Level Cars-No. of Motor Vehicles Loaded and Unloaded (Q)	3,851,012	XXXXXX	124
125		15. TOFC/COFC-No. of Rev. Trailers Picked Up and Delivered (R)	145,062	XXXXXX	125
		16. Revenue Tons-Marine Terminal (S)			
126		16-01 Marine Terminals-Coal	0	XXXXXX	126
127		16-02 Marine Terminals-Ore	0	XXXXXX	127
128		16-03 Marine Terminals-Other	69,691,890	XXXXXX	128
129		16-04 TOTAL (lines 126-128)	69,691,890	XXXXXX	129
		17. Number of Foreign Per Diem Cars on Line (T)			
130		17-01 Serviceable	40,309	XXXXXX	130
131		17-02 Unserviceable		XXXXXX	131
132		17-03 Surplus		XXXXXX	132
133		17-04 TOTAL (lines 130-132)	40,309	XXXXXX	133
134		TOFC/COFC - Average No. of Units Loaded Per Car	4.6	XXXXXX	134

PTC Supplement
Schedules 330, 332, 335, 352B, 410, 700, 710, 710S, and 720

TO THE
SURFACE TRANSPORTATION BOARD
FOR THE
YEAR ENDED DECEMBER 31, 2013

PTC 330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT

(Dollars in Thousands)

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	Expenditure during the Year for original road and equipment and road extensions (c)	Expenditures during the year for purchase of existing lines, lines reorganizations, etc. (d)	Line No.
1		(2) Land for transportation purposes	271			1
2		(3) Grading	0			2
3		(4) Other, right-of-way expenditures	0			3
4		(5) Tunnels and subways	0			4
5		(6) Bridges, trestles, and culverts	40			5
6		(7) Elevated structures	0			6
7		(8) Ties	1			7
8		(9) Rail and other track material	6,352			8
9		(11) Ballast	0			9
10		(13) Fences, snowsheds and signs	0			10
11		(16) Station and office buildings	0			11
12		(17) Roadway buildings	0			12
13		(18) Water stations	0			13
14		(19) Fuel stations	0			14
15		(20) Shops and enginehouses	0			15
16		(22) Storage warehouses	0			16
17		(23) Wharves and docks	0			17
18		(24) Coal and ore wharves	0			18
19		(25) TOFC/COFC terminals	0			19
20		(26) Communication systems	51,782			20
21		(27) Signals and interlockers	421,192			21
22		(29) Power plants	0			22
23		(31) Power-transmission systems	25,454			23
24		(35) Miscellaneous structures	0			24
25		(37) Roadway machines	0			25
26		(39) Public improvements-construction	0			26
27		(44) Shop machinery	0			27
28		(45) Power-plant machinery	0			28
29		Other lease/rentals	0			29
30		TOTAL EXPENDITURES FOR ROAD	505,092	0	0	30
31		(52) Locomotives	116,257			31
32		(53) Freight train cars	0			32
33		(54) Passenger train cars	0			33
34		(55) Highway revenue equipment	0			34
35		(56) Floating equipment	0			35
36		(57) Work equipment	1,250			36
37		(58) Miscellaneous equipment	643			37
38		(59) Computer systems and word processing equipment	39,568			38
39		TOTAL EXPENDITURES FOR EQUIPMENT	157,718	0	0	39
40		(76) Interest during construction	0			40
41		(80) Other elements of investment	0			41
42		(90) Construction work in progress	39,718			42
43		GRAND TOTAL	702,528	0	0	43

PTC 330. ROAD PROPERTY AND EQUIPMENT AND IMPROVEMENTS TO LEASED PROPERTY AND EQUIPMENT - Concluded
(Dollars in Thousands)

Line No.	Cross Check	Expenditures for additions during the year (e)	Credits for property retired during the year (f)	Net changes during the year (g)	Balance at close of year (h)	Line No.
1		(1)	0	(1)	270	1
2		0	0	0	0	2
3		0	0	0	0	3
4		0	0	0	0	4
5		0	0	0	40	5
6		0	0	0	0	6
7		17	0	17	18	7
8		8,101	0	8,101	14,453	8
9		167	0	167	167	9
10		0	0	0	0	10
11		0	0	0	0	11
12		0	0	0	0	12
13		0	0	0	0	13
14		0	0	0	0	14
15		0	0	0	0	15
16		0	0	0	0	16
17		0	0	0	0	17
18		0	0	0	0	18
19		0	0	0	0	19
20		31,693	0	31,693	83,475	20
21		230,730	0	230,730	651,922	21
22		0	0	0	0	22
23		15,652	0	15,652	41,106	23
24		0	0	0	0	24
25		0	0	0	0	25
26		0	0	0	0	26
27		0	0	0	0	27
28		0	0	0	0	28
29		0	0	0	0	29
30		286,359	0	286,359	791,451	30
31		108,550	0	108,550	224,807	31
32		0	0	0	0	32
33		0	0	0	0	33
34		0	0	0	0	34
35		0	0	0	0	35
36		1,150	0	1,150	2,400	36
37		83	0	83	726	37
38		47,159	0	47,159	86,727	38
39		156,942	0	156,942	314,660	39
40		0	0	0	0	40
41		0	0	0	0	41
42		(24,245)	0	(24,245)	15,473	42
43		419,056	0	419,056	1,121,584	43

NOTE: Not included in the schedule above are the following capital contributions by UPRR to investees for the development of PTC:
 Meterocomm LLC: \$10,600 in 2013; total of \$56,650 PTC-220 LLC: \$752 in 2013; total of \$5,303

PTC 332. DEPRECIATION BASE AND RATES - ROAD AND EQUIPMENT OWNED AND USED AND LEASED FROM OTHERS

(Dollars in Thousands)

1. Show in columns (b) and (e), for each primary account, the depreciation base used to compute depreciation charges for the month of January, and in columns (c) and (f), the depreciation charges for the month of December. In columns (d) and (g) show the composite rates used in computing depreciation charges for December, and on lines 30 and 39 of these columns show the composite percentage for all road and equipment accounts, respectively, ascertained by applying the primary account composite rates to the depreciation base used in computing the charges for December, and dividing that total by the total depreciation base for the same month. The depreciation base should not include cost of equipment used, but not owned, when the rents are included in rent for equipment and account nos. 31-22-00, 31-23-00, 31-25-00, 31-21-00, 35-21-00, 35-23-00, 35-22-00, and 35-25-00. It should include cost of equipment owned and leased to others when the rents there from are included in the rent for equipment, accounts nos. 32-21-00, 32-22-00, 32-23-00, 32-25-00, 36-21-00, 36-22-00, 36-23-00, and 36-25-00., inclusive. Composite rates used should be those prescribed or authorized by the Board, except that where the use of component rates has been authorized, the composite rates to be shown for the respective primary accounts should be recomputed from the December charges developed by the use of the authorized rates. If any changes in rates were effective during the year, give particulars in a footnote.
2. All leased property may be combined and one composite rate computed for each primary account, or a separate schedule may be included for each such property.
3. Show in columns (e), (f), and (g) data applicable to lessor property, when the rent therefore is included in accounts nos. 31-11-00, 31-12-00, 31-13-00, 31-21-00, 31-22-00, and 31-23-00, inclusive.
4. If depreciation accruals have been discontinued for any account, the depreciation base should be reported, nevertheless, in support of depreciation reserves. Authority for discontinuance of accruals should be shown in a footnote, indicating the effected account(s).
5. Disclosures in the respective sections of this schedule may be omitted if either total road leased from others or total equipment leased from others represents less than 5% of total road owned or total equipment owned, respectively.

Line No.		Account (a)	OWNED AND USED			LEASED FROM OTHERS			Line No.
			Depreciation base		Annual composite rate (percent) (d)	Depreciation base		Annual composite rate (percent) (g)	
			1/1 At beginning of year (b)	12/1 At close of year (c)		At beginning of year (e)	At close of year (f)		
		ROAD							
1	(3) Grading		0	0	1.16				1
2	(4) Other right-of-way expenditures		0	0	2.56				2
3	(5) Tunnels and subways		0	0	0.85				3
4	(6) Bridges, trestles and culverts		40	40	1.41				4
5	(7) Elevated structures		0	0	0.00				5
6	(8) Ties		1	12	4.65				6
7	(9) Rail and other track material		6,352	13,653	3.93				7
8	(11) Ballast		0	159	2.94				8
9	(13) Fences, snowsheds and signs		0	0	1.69				9
10	(16) Station and office buildings		0	0	3.27				10
11	(17) Roadway buildings		0	0	3.09				11
12	(18) Water stations		0	0	2.63				12
13	(19) Fuel stations		0	0	3.23				13
14	(20) Shops and enginehouses		0	0	2.15				14
15	(22) Storage warehouses		0	0	2.00				15
16	(23) Wharves and docks		0	0	3.33				16
17	(24) Coal and ore wharves		0	0	2.56				17
18	(25) TOFC/COFC terminals		0	0	2.70				18
19	(26) Communications systems		51,782	81,909	3.23				19
20	(27) Signals and interlockers		421,192	636,616	3.85				20
21	(29) Power plants		0	0	0.00				21
22	(31) Power transmission systems		25,454	40,196	2.27				22
23	(35) Miscellaneous structures		0	0	2.50				23
24	(37) Roadway machines		0	0	5.94				24
25	(39) Public improvements - construction		0	0	2.13				25
26	(44) Shop machinery		0	0	3.68				26
27	(45) Power plant machinery		0	0	0.00				27
28	All other road accounts		0	0	0.00				28
29	Amortization (other than def. projects)		0	0	0.00				29
30	TOTAL ROAD		504,821	772,585	3.56				30
		EQUIPMENT							
31	(52) Locomotives		116,257	207,152	6.02				31
32	(53) Freight train cars		0	0	3.18				32
33	(54) Passenger train cars		0	0	0.00				33
34	(55) Highway revenue equipment		0	0	7.00				34
35	(56) Floating equipment		0	0	0.00				35
36	(57) Work equipment		1,250	2,400	2.65				36
37	(58) Miscellaneous equipment		643	726	8.21				37
38	(59) Computer systems & WP equipment		39,568	83,388	13.19				38
39	TOTAL EQUIPMENT		157,718	293,666	5.82				39
40	GRAND TOTAL		662,539	1,066,251	N/A			N/A	40

Note: New Equipment depreciation rates were authorized by the Surface Transportation Board effective January 1, 2013.

PTC 335. ACCUMULATED DEPRECIATION - ROAD AND EQUIPMENT OWNED AND USED
(Dollars in Thousands)

1. Disclose the required information regarding credits and debits to Account No. 735, "Accumulated Depreciation: Road and Equipment Property." during the year relating to owned and used road and equipment. Include entries for depreciation of equipment owned but not used when the resulting rents are included in the "Lease Rentals - Credit - Equipment" accounts and "Other Rents - Credit - Equipment" accounts. Exclude any entries for depreciation of equipment that is used but not owned when the resulting rents are included in "Lease Rental - Debit - Equipment" accounts and Other Rents - Debit - Equipment accounts. (See Schedule 351 for accumulated depreciation to road and equipment owned and leased to others.)
2. If any data are included in columns (d) or (f), explain the entries in detail.
3. A debit balance in columns (b) or (g) for any primary account should be designated "Dr."
4. If there is any inconsistency between credits to reserves as shown in column (c) and charges to operating expenses, a full explanation should be given.
5. Include authorized amortization amounts in column (c) on the lines for the affected accounts.

Line No.	Cross Check	Account (a)	Balance at beginning of year (b)	CREDITS TO RESERVE During the year		DEBITS TO RESERVE During the year		Balance at close of year (g)	Line No.
				Charges to operating expenses (c)	Other credits (d)	Retirements (e)	Other debits (f)		
		ROAD							
1		(3) Grading	0	0	0	0	0	0	1
2		(4) Other right-of-way expenditures	0	0	0	0	0	0	2
3		(5) Tunnels and subways	0	0	0	0	0	0	3
4		(6) Bridges, trestles and culverts	1	1	0	0	0	2	4
5		(7) Elevated structures	0	0	0	0	0	0	5
6		(8) Ties	0	0	0	0	0	0	6
7		(9) Rail and other track material	456	403	0	0	0	859	7
8		(11) Ballast	0	1	0	0	0	1	8
9		(13) Fences, snowsheds and signs	0	0	0	0	0	0	9
10		(16) Station and office buildings	0	0	0	0	0	0	10
11		(17) Roadway buildings	0	0	0	0	0	0	11
12		(18) Water stations	0	0	0	0	0	0	12
13		(19) Fuel stations	0	0	0	0	0	0	13
14		(20) Shops and enginehouses	0	0	0	0	0	0	14
15		(22) Storage warehouses	0	0	0	0	0	0	15
16		(23) Wharves and docks	0	0	0	0	0	0	16
17		(24) Coal and ore wharves	0	0	0	0	0	0	17
18		(25) TOFC/COFC terminals	0	0	0	0	0	0	18
19		(26) Communications systems	1,479	2,245	0	0	0	3,724	19
20		(27) Signals and interlockers	14,168	20,279	0	0	0	34,447	20
21		(29) Power plants	0	0	0	0	0	0	21
22		(31) Power transmission systems	71	754	0	0	0	825	22
23		(35) Miscellaneous structures	0	0	0	0	0	0	23
24		(37) Roadway machines	0	0	0	0	0	0	24
25		(39) Public improvements - const.	0	0	0	0	0	0	25
26		(44) Shop machinery	0	0	0	0	0	0	26
27		(45) Power plant machinery	0	0	0	0	0	0	27
28		All other road accounts	0	0	0	0	0	0	28
29		Amortization (Adjustments)	0	0	0	0	0	0	29
30		TOTAL ROAD	16,175	23,683	0	0	0	39,858	30
		EQUIPMENT							
31		(52) Locomotives	9,997	20,944	0	0	0	30,941	31
32		(53) Freight train cars	0	0	0	0	0	0	32
33		(54) Passenger train cars	0	0	0	0	0	0	33
34		(55) Highway revenue equipment	0	0	0	0	0	0	34
35		(56) Floating equipment	0	0	0	0	0	0	35
36		(57) Work equipment	7	57	0	0	0	64	36
37		(58) Miscellaneous equipment	22	45	0	0	0	67	37
38		(59) Computer systems & WP equip.	15,351	12,361	0	0	0	27,712	38
39		Amortization Adjustments	0	0	0	0	0	0	39
40		TOTAL EQUIPMENT	25,377	33,407	0	0	0	58,784	40
41		GRAND TOTAL	41,552	57,090	0	0	0	98,642	41

1/ Column (c) includes a reduction for costs charged to capital projects.

PTC 352B. INVESTMENT IN RAILROAD PROPERTY USED IN TRANSPORTATION SERVICE (By Property Account)
(Dollars in Thousands)

1. In columns (b) through (e) give, by primary accounts, the amount of investment at the close of the year in property of respondent and each group or class of companies and properties.

2. The amounts for respondent and for each group or class of companies and properties on line 44 should correspond with the amounts for each class of company and property shown in Schedule 352A. Continuing records shall be maintained by respondent of the primary property accounts separately for each company or property included in this schedule.

3. Report on line 29 amounts representing capitalization of rentals for leased property based on 6% per year where property is not classified by accounts by noncarrier owners, or where the cost of property leased from other carriers is not ascertainable. Identify noncarrier owners, and briefly explain on page 39 the methods of estimating value of property on noncarriers or property of other carriers.

4. Report on line 30 amounts not included in the accounts shown, or on line 29. The items reported should be briefly identified and explained. Also include here those items after permission is obtained from the Board for exceptions to prescribed accounting. Reference to such authority should be made when explaining amounts reported. Respondents must not make arbitrary changes to the printed stub or column headings without specific authority from the Board.

Line No.	Cross Check	Account (a)	Respondent (b)	Lessor Railroads (c)	Inactive (proprietary companies) (d)	Other Leased Properties (e)	Line No.
1		(2) Land for transportation purposes	\$270	\$0			1
2		(3) Grading	0	0			2
3		(4) Other, right-of-way expenditures	0	0			3
4		(5) Tunnels and subways	0	0			4
5		(6) Bridges, trestles, and culverts	40	0			5
6		(7) Elevated structures	0	0			6
7		(8) Ties	18	0			7
8		(9) Rail and other track material	14,453	0			8
9		(11) Ballast	167	0			9
10		(13) Fences, snowsheds and signs	0	0			10
11		(16) Station and office buildings	0	0			11
12		(17) Roadway buildings	0	0			12
13		(18) Water stations	0	0			13
14		(19) Fuel stations	0	0			14
15		(20) Shops and enginehouses	0	0			15
16		(22) Storage warehouses	0	0			16
17		(23) Wharves and docks	0	0			17
18		(24) Coal and ore wharves	0	0			18
19		(25) TOFC/COFC terminals	0	0			19
20		(26) Communication systems	83,475	0			20
21		(27) Signals and interlockers	651,922	0			21
22		(29) Power plants	0	0			22
23		(31) Power transmission systems	41,106	0			23
24		(35) Miscellaneous structures	0	0			24
25		(37) Roadway machines	0	0			25
26		(39) Public improvements-construction	0	0			26
27		(44) Shop machinery	0	0			27
28		(45) Power-plant machinery	0	0			28
29		Leased property capitalized rentals (explain)	0	0			29
30		Other (specify and explain)	0	0			30
31		TOTAL ROAD	791,451	0			31
32		(52) Locomotives	224,807	0			32
33		(53) Freight-train cars	0	0			33
34		(54) Passenger-train cars	0	0			34
35		(55) Highway revenue equipment	0	0			35
36		(56) Floating equipment	0	0			36
37		(57) Work equipment	2,400	0			37
38		(58) Miscellaneous equipment	726	0			38
39		(59) Computer systems & WP equipment	86,727	0			39
40		TOTAL EQUIPMENT	314,660	0			40
41		(76) Interest during construction	0	0			41
42		(80) Other elements of investment	0	0			42
43		(90) Construction work in progress	15,473	0			43
44		GRAND TOTAL	\$1,121,584	\$0			44

410. RAILWAY OPERATING EXPENSES
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
1		WAY AND STRUCTURES								
		ADMINISTRATION								
		Track	0	0	0	0	0	0	0	1
2		Bridge & Building	0	0	0	0	0	0	0	2
3		Signal	5,036	2,451	6,658	1,274	15,419	0	15,419	3
4		Communication	0	0	0	0	0	0	0	4
5		Other	0	0	0	0	0	0	0	5
6		REPAIR AND MAINTENANCE								
		Roadway - Running	1	0	0	0	1	0	1	6
7		Roadway - Switching	0	0	0	0	0	0	0	7
8		Tunnels and Subways - Running	0	0	0	0	0	0	0	8
9		Tunnels and Subways - Switching	0	0	0	0	0	0	0	9
10		Bridges - Culverts - Running	0	0	0	0	0	0	0	10
11		Bridges - Culverts - Switching	0	0	0	0	0	0	0	11
12		Ties - Running	0	0	0	0	0	0	0	12
13		Ties - Switching	0	0	0	0	0	0	0	13
14		Rail & Other Track Material - Running	6	10	0	0	16	0	16	14
15		Rail & Other Track Material - Switching	2	3	0	0	5	0	5	15
16		Ballast - Running	0	0	0	0	0	0	0	16
17		Ballast - Switching	0	0	0	0	0	0	0	17
18		Road Property Damaged - Running	0	0	0	0	0	0	0	18
19		Road Property Damaged - Switching	0	0	0	0	0	0	0	19
20		Road Property Damaged - Other	0	0	0	0	0	0	0	20
21		Signal & Interlockers-Running	27	223	2	0	252	0	252	21
22		Signal & Interlockers-Switching	0	73	1	0	74	0	74	22
23		Communications Systems	12	11	0	0	23	0	23	23
24		Power Systems	14	0	0	0	14	0	14	24
25		Highway Grade Crossing - Running	0	0	0	0	0	0	0	25
26		Highway Grade Crossing - Switching	0	0	0	0	0	0	0	26
27		Station & Office Buildings	0	9	8	0	17	0	17	27
28		Shop Buildings - Locomotives	0	0	0	0	0	0	0	28
29		Shop Buildings - Freight Cars	0	0	0	0	0	0	0	29
30		Shop Buildings - Other Equipment	0	0	0	0	0	0	0	30

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
101		REPAIR AND MAINTENANCE - (Continued)								101
		Locomotive Servicing Facilities	0	0	0	0	0	0	0	
102		Miscellaneous Buildings & Structures	0	0	0	0	0	0	0	102
103		Coal Terminals	0	0	0	0	0	0	0	103
104		Ore Terminals	0	0	0	0	0	0	0	104
105		Other Marine Terminals	0	0	0	0	0	0	0	105
106		TOFC/COFC-Terminals	0	0	0	0	0	0	0	106
107		Motor Vehicle Loading & Distribution Facilities	0	0	0	0	0	0	0	107
108		Facilities for Other Specialized Service Operations	0	0	0	0	0	0	0	108
109		Roadway Machines	0	13	0	0	13	0	13	109
110		Small Tools and Supplies	0	0	0	0	0	0	0	110
111		Snow Removal	0	0	0	0	0	0	0	111
112		Fringe Benefits - Running	0	0	0	839	839	0	839	112
113		Fringe Benefits - Switching	0	0	0	271	271	0	271	113
114		Fringe Benefits - Other	0	0	0	443	443	0	443	114
115		Casualties & Insurance - Running	0	0	0	0	0	0	0	115
116		Casualties & Insurance - Switching	0	0	0	0	0	0	0	116
117		Casualties & Insurance - Other	0	0	0	0	0	0	0	117
118		Lease Rentals - Debit - Running	0	0	0	0	0	0	0	118
119		Lease Rentals - Debit - Switching	0	0	0	0	0	0	0	119
120		Lease Rentals - Debit - Other	0	0	0	0	0	0	0	120
121		Lease Rentals - (Credit) - Running	0	0	0	0	0	0	0	121
122		Lease Rentals - (Credit) - Switching	0	0	0	0	0	0	0	122
123		Lease Rentals - (Credit) - Other	0	0	0	0	0	0	0	123
124		Joint Facility Rent - Debit - Running	0	0	0	0	0	0	0	124
125		Joint Facility Rent - Debit - Switching	0	0	0	0	0	0	0	125
126		Joint Facility Rent - Debit - Other	0	0	0	0	0	0	0	126
127		Joint Facility Rent - (Credit) - Running	0	0	0	0	0	0	0	127
128		Joint Facility Rent - (Credit) - Switching	0	0	0	0	0	0	0	128
129		Joint Facility Rent - (Credit) - Other	0	0	0	0	0	0	0	129
130		Other Rents - Debit - Running	0	0	0	0	0	0	0	130
131		Other Rents - Debit - Switching	0	0	0	0	0	0	0	131
132		Other Rents - Debit - Other	0	0	0	0	0	0	0	132
133		Other Rents - (Credit) - Running	0	0	0	0	0	0	0	133

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
134		REPAIR AND MAINTENANCE - (Continued)								
134		Other Rents - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	134
135		Other Rents - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	135
136		Depreciation - Running	N/A	N/A	N/A	23,683	23,683	0	23,683	136
137		Depreciation - Switching	N/A	N/A	N/A	0	0	0	0	137
138		Depreciation - Other	N/A	N/A	N/A	0	0	0	0	138
139		Joint Facility - Debit - Running	N/A	N/A	0	N/A	0	0	0	139
140		Joint Facility -Debit - Switching	N/A	N/A	0	N/A	0	0	0	140
141		Joint Facility - Debit - Other	N/A	N/A	0	N/A	0	0	0	141
142		Joint Facility - (Credit) - Running	N/A	N/A	0	N/A	0	0	0	142
143		Joint Facility - (Credit) - Switching	N/A	N/A	0	N/A	0	0	0	143
144		Joint Facility - (Credit) - Other	N/A	N/A	0	N/A	0	0	0	144
145		Dismantling Retired Road Property - Running	0	0	0	0	0	0	0	145
146		Dismantling Retired Road Property - Switching	0	0	0	0	0	0	0	146
147		Dismantling Retired Road Property - Other	0	0	0	0	0	0	0	147
148		Other - Running	0	0	0	0	0	0	0	148
149		Other - Switching	0	0	0	0	0	0	0	149
150		Other - Other	0	0	0	0	0	0	0	150
151		TOTAL WAY & STRUCTURE	5,098	2,793	6,669	26,510	41,070	0	41,070	151
201		EQUIPMENT - LOCOMOTIVES								
201		Administration	0	0	1	0	1	0	1	201
202		Repair & Maintenance	183	52	0	25	260	0	260	202
203		Machinery Repair	0	0	0	0	0	0	0	203
204		Equipment Damaged	0	0	0	0	0	0	0	204
205		Fringe Benefits	N/A	N/A	N/A	56	56	0	56	205
206		Other Casualties and Insurance	N/A	N/A	N/A	0	0	0	0	206
207		Lease Rentals - Debit	N/A	N/A	0	N/A	0	0	0	207
208		Lease Rentals - (Credit)	N/A	N/A	0	N/A	0	0	0	208
209		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	209
210		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	210
211		Other Rents - Debit	N/A	N/A	0	N/A	0	0	0	211
212		Other Rents - (Credit)	N/A	N/A	0	N/A	0	0	0	212
213		Depreciation	N/A	N/A	N/A	20,944	20,944	0	20,944	213
214		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	214
215		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	215
216		Repairs Billed to Others - (Credit)	N/A	N/A	0	N/A	0	0	0	216

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
217		LOCOMOTIVES - (Continued)								217
218		Dismantling Retired Property	0	0	0	0	0	0	0	218
219		Other	0	0	0	0	0	0	0	219
219		TOTAL LOCOMOTIVES	183	52	1	21,025	21,261	0	21,261	219
220		FREIGHT CARS								220
220		Administration	0	0	0	0	0	N/A	0	220
221		Repair & Maintenance	0	0	0	0	0	N/A	0	221
222		Machinery Repair	0	0	0	0	0	N/A	0	222
223		Equipment Damaged	0	0	0	0	0	N/A	0	223
224		Fringe Benefits	N/A	N/A	N/A	0	0	N/A	0	224
225		Other Casualties & Insurance	N/A	N/A	N/A	0	0	N/A	0	225
226		Lease Rentals - Debit	N/A	N/A	0	N/A	0	N/A	0	226
227		Lease Rentals - (Credit)	N/A	N/A	0	N/A	0	N/A	0	227
228		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	N/A	0	228
229		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	N/A	0	229
230		Other Rents - Debit	N/A	N/A	0	N/A	0	N/A	0	230
231		Other Rents - (Credit)	N/A	N/A	0	N/A	0	N/A	0	231
232		Depreciation	N/A	N/A	N/A	0	0	N/A	0	232
233		Joint Facility - Debit	N/A	N/A	0	N/A	0	N/A	0	233
234		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	N/A	0	234
235		Repairs Billed Other - (Credit)	N/A	N/A	0	N/A	0	N/A	0	235
236		Dismantling Retired Property	0	0	0	0	0	N/A	0	236
237		Others	0	0	0	0	0	N/A	0	237
238		TOTAL FREIGHT CARS	0	0	0	0	0	N/A	0	238
301		OTHER EQUIPMENT								301
301		Administration	0	0	0	0	0	0	0	301
302		Repair and Maintenance:	0	0	0	0	0	0	0	302
302		Truck, Trailers & Containers - Revenue Service	0	0	0	0	0	N/A	0	302
303		Floating Equipment - Revenue Services	0	0	0	0	0	N/A	0	303
304		Passenger & Other Revenue Equipment	0	0	0	0	0	0	0	304
305		Computers & Data Process Systems	0	0	0	0	0	0	0	305
306		Machinery	0	0	0	0	0	0	0	306
307		Work & Other Nonrevenue Equipment	0	0	0	0	0	0	0	307
308		Equipment Damaged	0	0	0	0	0	0	0	308
309		Fringe Benefits	N/A	N/A	N/A	0	0	0	0	309
310		Other Casualties & Insurance	N/A	N/A	N/A	0	0	0	0	310
311		Lease Rentals - Debit	N/A	N/A	0	N/A	0	0	0	311
312		Lease Rentals - (Credit)	N/A	N/A	0	N/A	0	0	0	312

410. RAILWAY OPERATING EXPENSES - Continued
(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
		OTHER EQUIPMENT - (Continued)								
313		Joint Facility Rent - Debit	N/A	N/A	0	N/A	0	0	0	313
314		Joint Facility Rent - (Credit)	N/A	N/A	0	N/A	0	0	0	314
315		Other Rents - Debit	N/A	N/A	0	N/A	0	0	0	315
316		Other Rents - (Credit)	N/A	N/A	0	N/A	0	0	0	316
317		Depreciation	N/A	N/A	0	12,463	12,463	0	12,463	317
318		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	318
319		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	319
320		Repairs Billed Other - (Credit)	N/A	N/A	0	N/A	0	0	0	320
321		Dismantling Retired Equipment	0	0	0	0	0	0	0	321
322		Other	0	0	0	0	0	0	0	322
323		TOTAL OTHER EQUIPMENT	0	0	0	12,463	12,463	0	12,463	323
324		TOTAL EQUIPMENT	183	52	1	33,488	33,724	0	33,724	324
		TRANSPORTATION								
		TRAIN OPERATIONS								
401		Administration	0	0	0	0	0	0	0	401
402		Engine Crews	0	0	0	0	0	0	0	402
403		Train Crews	0	0	0	0	0	0	0	403
404		Dispatching Trains	0	0	0	0	0	0	0	404
405		Operating Signal & Interlockers	0	0	0	0	0	0	0	405
406		Operating Drawbridges	0	0	0	0	0	0	0	406
407		Highway Crossing Protection	0	0	0	0	0	0	0	407
408		Train Inspection & Lubricants	0	0	0	0	0	0	0	408
409		Locomotive Fuel	0	0	0	0	0	0	0	409
410		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	410
411		Servicing Locomotives	0	0	0	0	0	0	0	411
412		Freight Lost or Damaged	0	0	0	0	0	0	0	412
413		Clearing Wrecks	0	0	0	0	0	0	0	413
414		Fringe Benefits	0	0	0	0	0	0	0	414
415		Other Casualties & Insurance	0	0	0	0	0	0	0	415
416		Joint Facility - Debit	0	0	0	0	0	0	0	416
417		Joint Facility - (Credit)	0	0	0	0	0	0	0	417
418		Other	0	0	0	0	0	0	0	418
419		TOTAL TRAIN OPERATIONS	0	0	0	0	0	0	0	419
		YARD OPERATIONS								
420		Administration	0	0	0	0	0	0	0	420
421		Switch Crews	0	0	0	0	0	0	0	421

410. RAILWAY OPERATING EXPENSES - Continued

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
422		YARD OPERATIONS - (Continued)								
		Controlling Operations	0	0	0	0	0	0	0	422
423		Yard & Terminal Clerical	0	0	0	0	0	0	0	423
424		Operating Switches, Signals, Retarders & Humps	0	0	0	0	0	0	0	424
425		Locomotive Fuel	0	0	0	0	0	0	0	425
426		Electric Power Purchased or Produced for Motive Power	0	0	0	0	0	0	0	426
427		Servicing Locomotives	0	0	0	0	0	0	0	427
428		Freight Lost or Damaged - Solely Related	N/A	N/A	N/A	0	0	0	0	428
429		Clearing Wrecks	0	0	0	0	0	0	0	429
430		Fringe Benefits	N/A	N/A	N/A	0	0	0	0	430
431		Other Casualties & Insurance	N/A	N/A	N/A	0	0	0	0	431
432		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	432
433		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	433
434		Other	0	0	0	0	0	0	0	434
435		TOTAL YARD OPERATION	0	0	0	0	0	0	0	435
501		TRAIN & YARD OPERATIONS COMMON								
		Cleaning Car Interiors	0	0	0	N/A	0	0	0	501
502		Adjusting & Transferring Loads	0	0	0	N/A	0	N/A	0	502
503		Car Loading Devices & Grain Doors	0	0	0	N/A	0	N/A	0	503
504		Freight Loss or Damaged - All Other	0	N/A	0	0	0	0	0	504
505		Fringe Benefits	0	N/A	0	0	0	0	0	505
506		TOTAL TRAIN & YARD OPERATIONS COMMON	0	0	0	0	0	0	0	506
507		SPECIALIZED SERVICE OPERATIONS								
		Administration	0	0	0	0	0	N/A	0	507
508		Picking & Delivery & Marine Line Haul	0	0	0	0	0	N/A	0	508
509		Loading & Unloading Local Marine	0	0	0	0	0	N/A	0	509
510		Protective Services	0	0	0	0	0	N/A	0	510
511		Freight Loss or Damaged - Solely Related	N/A	N/A	N/A	0	0	N/A	0	511
512		Fringe Benefits	N/A	N/A	N/A	0	0	N/A	0	512
513		Casualties & Insurance	N/A	N/A	N/A	0	0	N/A	0	513
514		Joint Facility - Debit	N/A	N/A	0	0	0	N/A	0	514
515		Joint Facility - (Credit)	N/A	N/A	0	0	0	N/A	0	515
516		Others	0	0	0	0	0	N/A	0	516
517		TOTAL SPECIALIZED SERVICES OPERATIONS	0	0	0	0	0	N/A	0	517

410. RAILWAY OPERATING EXPENSES - Concluded

(Dollars in Thousands)

State the railway operating expenses on respondent's road for the year, classifying them in accordance with the Uniform System of Accounts for Railroad Companies, and allocate the common operating expenses in accordance with the Board's rules governing the separation of such expenses between freight and passenger services.

Line No.	Cross Check	Name of railway operating expense account (a)	Salaries and Wages (b)	Material, tools, supplies, fuels and lubricants (c)	Purchased Services (d)	General (e)	Total Freight Expense (f)	Passenger (g)	Total (h)	Line No.
518		ADMINISTRATIVE SUPPORT OPERATIONS								
		Administration	0	0	0	0	0	0	0	518
519		Employees Performing Clerical & Acctg Functions	0	0	0	0	0	0	0	519
520		Communication Systems Operations	26	0	0	2	28	0	28	520
521		Loss & Damage Claims Process	0	0	0	0	0	0	0	521
522		Fringe Benefits	N/A	N/A	0	7	7	0	7	522
523		Casualties & Insurance	N/A	N/A	0	0	0	0	0	523
524		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	524
525		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	525
526		Other	0	0	0	0	0	0	0	526
527		TOTAL ADMINISTRATION SUPPORT OPERATIONS	26	0	0	9	35	0	35	527
528		TOTAL TRANSPORTATION	26	0	0	9	35	0	35	528
601		GENERAL & ADMINISTRATIVE								
		Officers General & Administration	0	0	1	0	1	0	1	601
602		Accounting, Auditing & Finance	0	0	0	0	0	0	0	602
603		Management Services & Data Processing	96	0	1	0	97	0	97	603
604		Marketing	0	0	1	0	1	0	1	604
605		Sales	0	0	0	0	0	0	0	605
606		Industrial Development	0	0	0	0	0	0	0	606
607		Personnel & Labor Relations	0	0	0	0	0	0	0	607
608		Legal & Secretarial	0	0	0	0	0	0	0	608
609		Public Relations & Advertising	0	0	0	0	0	0	0	609
610		Research & Development	0	0	0	0	0	0	0	610
611		Fringe Benefits	N/A	N/A	N/A	73	73	0	73	611
612		Casualties & Insurance	N/A	N/A	N/A	0	0	0	0	612
613		Writedown of Uncollectible Accounts	N/A	N/A	N/A	0	0	0	0	613
614		Property Taxes	N/A	N/A	N/A	0	0	0	0	614
615		Other Taxes	N/A	N/A	N/A	0	0	0	0	615
616		Joint Facility - Debit	N/A	N/A	0	N/A	0	0	0	616
617		Joint Facility - (Credit)	N/A	N/A	0	N/A	0	0	0	617
618		Other	162	52	10	27	251	0	251	618
619		TOTAL GENERAL & ADMINISTRATIVE	258	52	13	100	423	0	423	619
620		TOTAL OPERATING EXPENSE	5,565	2,897	6,683	60,107	75,252	0	75,252	620

PTC 700. MILEAGE OPERATED AT CLOSE OF YEAR										
Line No.	Class (a)	Proportion owned or leased by Respondent (b)	Running tracks, passing tracks, cross-overs, etc.				Miles of way switching tracks (g)	Miles of yard switching tracks (h)	Total (i)	Line No.
			Miles of road (c)	Miles of second main track (d)	Miles of all other main tracks (e)	Miles of passing tracks cross-overs, and turnouts (f)				
1	1	100%	-	-	-	-	-	-	-	1
2										2
3	1J	12.5%	-	-	-	-	-	-	-	3
4	1J	23.0%	-	-	-	-	-	-	-	4
5	1J	25.0%	-	-	-	-	-	-	-	5
6	1J	33.3%	-	-	-	-	-	-	-	6
7	1J	37.5%	-	-	-	-	-	-	-	7
8	1J	40.0%	-	-	-	-	-	-	-	8
9	1J	44.0%	-	-	-	-	-	-	-	9
10	1J	50.0%	-	-	-	-	-	-	-	10
11	1J	62.5%	-	-	-	-	-	-	-	11
12	1J	66.7%	-	-	-	-	-	-	-	12
13		Total 1J	-	-	-	-	-	-	-	13
14										14
15		Total 1 and 1J	-	-	-	-	-	-	-	15
16										16
17	2	A&S	-	-	-	-	-	-	-	17
18	2		-	-	-	-	-	-	-	18
19		Total 2	-	-	-	-	-	-	-	19
20										20
21	3A		-	-	-	-	-	-	-	21
22	3B		-	-	-	-	-	-	-	22
23		Total 3	-	-	-	-	-	-	-	23
24										24
25										25
26										26
27	4B		-	-	-	-	-	-	-	27
28		Total 4	-	-	-	-	-	-	-	28
29										29
30										30
31										31
32	5		-	-	-	-	-	-	-	32
33	5J		-	-	-	-	-	-	-	33
34		Total 5	-	-	-	-	-	-	-	34
35										35
36										36
37										37
38										38
39										39
40										40
41										41
42										42
43										43
44										44
45										45
46										46
47										47
48										48
49										49
50										50
51										51
52										52
53										53
54										54
55										55
56										56
57		TOTAL	0	0	0	0	0	0	0	57
58		Miles of electrified road or track included in preceding grand total	N/A							58

PTC 710. INVENTORY OF EQUIPMENT

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or or leased including reclassification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
		LOCOMOTIVE UNITS										(H.P.)		
1		Diesel-freight units												1
2		Diesel-passenger units												2
3		Diesel-multiple purpose units												3
4		Diesel-switching units												4
5	*	TOTAL (lines 1 to 4) units	0	0	0	0	0	0	0	0	0	0		5
6	*	Electric-locomotives												6
7	*	Other self-powered units (steam)												7
8	*	TOTAL (lines 5, 6 and 7)	0	0	0	0	0	0	0	0	0	0		8
9	*	Auxiliary units										N/A		9
10	*	TOTAL LOCOMOTIVE UNITS (lines 8 and 9)	0	0	0	0	0	0	0	0	0	0	0	10

DISTRIBUTION OF LOCOMOTIVE UNITS IN SERVICE OF RESPONDENT AT CLOSE OF YEAR BUILT, DISREGARDING YEAR OF REBUILDING

Line No.	Cross Check	Type of design of units (a)	Before Jan. 1, 1990 (b)	Between Jan. 1, 1990 and Dec. 31, 1994 (c)	Between Jan. 1, 1995 and Dec. 31, 1999 (d)	Between Jan. 1, 2000 and Dec. 31, 2004 (e)	Between Jan. 1, 2005 and Dec. 31, 2009 (f)	During Calendar Year					TOTAL (l)	Line No.
								2010 (g)	2011 (h)	2012 (i)	2013 (j)	2014 (k)		
11	*	Diesel											0	11
12	*	Electric											0	12
13	*	Other self-powered units (steam)											0	13
14	*	TOTAL (lines 11 to 13)	0	0	0	0	0	0	0	0	0	0	0	14
15	*	Auxiliary units											0	15
16	*	TOTAL LOCOMOTIVE UNITS (lines 14 and 15)	0	0	0	0	0	0	0	0	0	0	0	16

NOTE: Units will not be reported in this schedule until the full PTC installation is complete, including the final software.

PTC 710. INVENTORY OF EQUIPMENT - Continued
 UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Type of design of units (a)	Units in service of respondent at beginning of year (b)	Changes During the Year				Units retired from service of respondent whether owned or or leased including reclassification (g)	Units at Close of Year					Line No.
				Units installed					Owned and used (h)	Leased from others (i)	Total in service of respondent [col. (h)&(i)] (j)	Aggregate capacity of units reported in col. (j) (see ins. 7) (k)	Leased to others (l)	
				New units purchased or built (c)	New units leased from others (d)	Rebuilt units acquired and rebuilt units rewritten into property accounts (e)	All other units including reclassification and second hand units purchased or leased from others (f)							
17		PASSENGER-TRAIN CARS Non-Self-Propelled Coaches (PA,PB, PBO)												17
18		Combined cars (All class C, except CSB)												18
19		Parlor cars (PBC,PC,PL,PO)												19
20		Sleeping cars (PS,PT,PAS,PDS)												20
21		Dining, grill and tavern cars (All class D, PD)												21
22		Non-passenger-carrying cars (All Class B,CSB,M,PSA,IA)												22
23		TOTAL (lines 17 to 22)	0	0	0	0	0	0	0	0	0	0		23
24		Self-Propelled Electric passenger cars (EP,ET)												24
25		Electric combined cars (EC)												25
26		Internal combustion rail motorcars (ED, EG)												26
27		Other self-propelled cars (Specify types)												27
28		TOTAL (lines 24 to 27)	0	0	0	0	0	0	0	0	0			28
29		TOTAL (lines 23 to 28)	0	0	0	0	0	0	0	0	0			29
30		COMPANY SERVICE CARS Business car (PV)										N/A		30
31		Board outfit cars (MWX)										N/A		31
32		Derrick and snow removal cars (MWU,MWV,MWW,MWK)										N/A		32
33		Dump and ballast cars (MWB,MWD)										N/A		33
34		Other maintenance and service equipment cars										N/A		34
35		TOTAL (lines 30 to 34)	0	0	0	0	0	0	0	0	0	N/A		35

PTC 710. INVENTORY OF EQUIPMENT - Continued

Instructions for reporting freight-train car data.

1. Give particulars of each of the various classes of equipment which respondent owned or leased during the year.
2. In column (d) give the number of units purchased or built in company shops. In column (e) give the number of new units leased from others. The term "new" means a unit placed in service for the first time on any railroad.
3. Units leased to others for a period of one year or more are reportable in column (n). Units temporarily out of respondent's service and rented to others for less than one year are to be included in column (i). Units rented from others for a period less than one year should not be included in column (j).

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of respondent at beginning of year		Changes during the year				Line No.
					Units installed			All other units including reclassification and second hand units purchased or leased from others (g)	
					New units purchased or built (d)	New or rebuilt units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)		
36		FREIGHT TRAIN CARS Plain box cars - 40' (B1__, B2__)							36
37		Plain box cars - 50' longer (B3_0-7, B4_0-7, B5__, B6__, B7__, B8__)							37
38		Equipped box cars (All Code A, Except A_5_)							38
39		Plain gondola cars (All Codes, G & J__1,J__2,J__3,J__4)							39
40		Equipped gondola cars (All Code E)							40
41		Covered hopper cars (C__1, C__2, C__3, C__4)							41
42		Open top hopper cars--general service (All Code H)							42
43		Open top hopper cars--special service (J__0,J__5, J__6, J__7, J__8, J__9, and K)							43
44		Refrigerator cars -- mechanical (R_5_, R_6_, R_7_, R_8_, R_9_)							44
45		Refrigerator cars -- non-mechanical (R_0_, R_1_, R_2_)							45
46		Flat cars -- TOFC/COFC (All Code P, Q and S, Except Q8__)							46
47		Flat cars -- multi-level (All Code V)							47
48		Flat cars -- general service (F10_, F20_, F30_)							48
49		Flat cars -- other (F_1_, F_2_, F_3_, F_4_, F_5_, F_6) (F_8_, F40_)							49
50		Tank cars -- under 22,000 gallons (T__0, T__1, T__2, T__3, T__4, T__5)							50
51		Tank cars -- 22,000 gallons and over (T__6, T__7, T__8, T__9)							51
52		All other freight cars (A_5_, F_7_, All Code L and Q8__)							52
53		TOTAL (lines 36 to 52)	0	0	0	0	0	0	53
54		Caboose (All Code M-930)							54
55		TOTAL (lines 53 and 54)	0	0	0	0	0	0	55

PTC 710. INVENTORY OF EQUIPMENT - Continued

4. Column (m) should show aggregate capacity for all units reported in Columns (k) and (l), as follows. For freight-train cars, report the nominal capacity (in tons of 2,000 lbs) as provided for in Rule 86 of the AAR Code of Rules Governing Cars in Interchange. Convert the capacity of tank cars to capacity in tons of the commodity which the car is intended to customarily carry.
5. Time-mileage cars refers to freight cars, other than cabooses, owned or held under lease arrangement, whose interline rental is settled on a per diem and line haul mileage basis under "Code of Car Hire Rules" or would be so settled if used by another railroad.

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Changes during the year (concluded) Units retired from service respondent whether owned or leased, including reclassification (h)	Units at Close of Year						Line No.
		Owned and used (i)	Leased from others (j)	Total in service of respondent col. (i) & (j)		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
				Time-mileage cars (k)	All other (l)			
36								36
37								37
38								38
39								39
40								40
41								41
42								42
43								43
44								44
45								45
46								46
47								47
48								48
49								49
50								50
51								51
52								52
53	0	0	0	0	0	0	0	53
54	0	0	0	0	0	0	0	54
55	0	0	0	0	0	0	0	55

PTC 710. INVENTORY OF EQUIPMENT - Continued

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Class of equipment and car designations (a)	Units in service of responden at beginning of year		Changes during the year				Line No.
			Per diem (b)	All others (c)	Units installed				
					New units purchased or built (d)	New units leased from others (e)	Rebuilt units acquired and rebuilt units rewritten into property accounts (f)	All other units including reclassification and second hand units purchased or leased from others (g)	
56		FLOATING EQUIPMENT Self-propelled vessels (Tugboats, car ferries, etc.)							56
57		Non-self-propelled vessels (Car floats, lighters, etc.)							57
58		TOTAL (lines 56 and 57)							58
		HIGHWAY REVENUE EQUIPMENT							
59		Chassis Z1__, Z67__, Z68__, Z69__							59
60		Dry van U2__, Z__, Z6__, 1-6							60
61		Flat bed U3__, Z3__							61
62		Open bed U4__, Z4__							62
63		Mechanical refrigerator U5__, Z5__							63
64		Bulk hopper U0__, Z0__							64
65		Insulated U7__, Z7__							65
66		Tank Z0__, U6__ (See Note)							66
67		Other trailer and container (Special equipped dry van U9__,Z8__,Z9__)							67
70		TOTAL (lines 59 and 69)	0	0	0	0	0	0	70

NOTES AND REMARKS

Note: Line 66 (Tank) must have fitting code "CN" to qualify as a tank otherwise it is a bulk hopper.

PTC 710. INVENTORY OF EQUIPMENT - Concluded

UNITS OWNED, INCLUDED IN INVESTMENT ACCOUNT, AND LEASED FROM OTHERS

Line No.	Cross Check	Changes during the year (Concluded)	Units at Close of Year						Line No.
		Units retired from service of respondent whether owned or leased, including reclassification (h)	Owned and used (i)	Leased from others (j)	Total in service of respondent [col. (i) & (j)]		Aggregate capacity of units reported in cols. (k) & (l) (see ins. 4) (m)	Leased to others (n)	
					Per diem (k)	All other (l)			
56									56
57									57
58									58
59									59
60									60
61									61
62									62
63									63
64									64
65									65
66									66
67									67
70		0	0	0	0	0	0	0	70

NOTES AND REMARKS

PTC 710S. UNIT COST OF EQUIPMENT INSTALLED DURING THE YEAR

(Dollars in Thousands)

1. Give particulars, as requested, separately, for the various classes of new units and rebuilt units of equipment installed by respondent during the year. If information regarding the cost of any units installed is not complete at the time of filing of this report, the units should be omitted, but reference to the number of units omitted should be given in a footnote, the details as to cost to be given in the report of the following year. The cost of units under construction at the close of the year should not be reflected in this schedule even though part of the cost appears in the property account for the year. Indicate in column (e) whether an installation represents equipment purchased (P), built or rebuilt by contract in outside railroad shops (C), or built or rebuilt in company or system shops (S), including units acquired through capitalized leases (L).
2. In column (a) list each class or type of locomotive unit, car, or TOFC/COFC equipment on a separate line. By class is meant the standard classification used to distinguish types of locomotive units, freight cars, or other equipment adopted by the Association of American Railroads, and should include physical characteristics requested by Schedule 710. Locomotive units should be identified as to power source, wheel arrangement, and horsepower per unit, such as multiple-purpose diesel locomotive A units (B-B), 2500 HP. Cars should be identified as to special construction or service characteristics, such as aluminum-covered hopper car (LO) or steel boxcars-special service (XAP). For TOFC/COFC, show the type of equipment as enumerated in Schedule 710.
3. In column (c) show the total weight in tons of 2,000 pounds. The weight of equipment acquired should be the weight empty.
4. The cost should be the complete cost as entered on the ledger, including foreign line freight charges and handling charges.
5. Data for this schedule should be confined to the units reported in Schedule 710, columns (c) and (e) for locomotive units, passenger-train cars, and company service cars, and columns (d) and (f) for freight train cars, floating equipment, and highway revenue equipment. Disclose new units in the upper section of this schedule. Disclose rebuilt units acquired or rewritten into the respondent's accounts in the lower section. The term "new" as used herein shall mean a unit or units placed in service for the first time on any railroad.
6. All unequipped boxcars acquired in whole or in part with incentive per diem funds should be reported on separate lines and be appropriately identified by footnote or sub-heading.

NEW UNITS

Line No.	Class of equipment (a)	Number of units (b)	Total weight (tons) (c)	Total cost (d)	Method of acquisition (see instructions) (e)	Line No.
1	LOCOMOTIVES					1
2						2
3						3
4						4
5						5
6	FREIGHT CARS					6
7						7
8						8
9						9
10						10
11	HIGHWAY REVENUE EQUIPMENT					11
12						12
13						13
14						14
15	WORK EQUIPMENT					15
16						16
17						17
18						18
19	TOTAL	-	N/A	-		19

REBUILT UNITS

20	LOCOMOTIVES					20
21						21
22						22
23						23
24						24
25						25
26						26
27						27
28						28
29						29
30						30
31	FREIGHT CARS					31
32						32
33	WORK EQUIPMENT					33
34						34
35						35
36						36
37	TOTAL	-	N/A	-		37
38						38
39	GRAND TOTAL	-	N/A	-	N/A	39

NOTE: Units and dollars will not be reported in this schedule until the full PTC installation is complete, including the final software.

GENERAL INSTRUCTIONS CONCERNING RETURNS TO BE MADE IN SCHEDULE PTC 720

1. For purposes of these schedules, the track categories are defined as follows:

A - Freight density of 20 million or more gross ton miles per track mile per year (including passing tracks, turnouts and crossovers).

B - Freight density of less than 20 million gross ton miles per track mile per year, but at least 5 million (including passing tracks, turnouts and crossovers).

C - Freight density of less than 5 million gross ton miles per track mile per year, but at least 1 million (including passing tracks, turnouts and crossovers).

D - Freight density of less than 1 million gross ton miles per track mile per year (including passing tracks, turnouts and crossovers).

E - Way and yard switching tracks (passing tracks, turnouts, and crossovers shall be included in category A, B, C, D, F, and Potential abandonments, as appropriate.)

F - Track over which any passenger service is provided (other than potential abandonments). Mileage should be included within track categories A through E unless it is dedicated entirely to passenger service, category F.

Potential abandonments -- Route segments identified by railroads as potentially subject to abandonment as required by Section 10903 of the ICC Termination Act of 1995.

2. This schedule should include all class 1, 2, 3, or 4 track from Schedule 700 that is maintained by the respondent (class 5 is assumed to be maintained by others).
 3. If, for two consecutive years, a line segment classified in one track category maintains a traffic density which would place it in another, it shall be reclassified into that category as of the beginning of the second year.
 4. Traffic density related to passenger service shall not be included in the determination of the track category of a line segment.

PTC 720. TRACK AND TRAFFIC CONDITIONS

Disclose the requested information pertaining to track and traffic conditions.

Line No.	Track category (a)	Mileage of tracks at end of period (whole numbers) (b)	Average annual traffic density in millions of gross ton-miles per track-mile* (use two decimal places) (c)	Average running speed limit (use two decimal places) (d)	Track miles under slow orders at end of period (e)
1	A	0	0.00	N/A	0
2	B	0	0.00	N/A	0
3	C	0	0.00	N/A	0
4	D	0	0.00	N/A	0
5	E	0	N/A	N/A	0
6	TOTAL	0	0.00	N/A	0
7	F	0	N/A	N/A	N/A
8	Potential abandonments	0	N/A	N/A	N/A

* To determine average density, total track miles (route miles times number of tracks), rather than route miles, shall be used.

N/A - Information is not available.

Footnote: PTC Grants

(Dollars in Thousands)

In addition to separating capital expenses and operating expenses incurred by the railroad for PTC the respondent entity shall include by footnote disclosure here the value of funds received from non-governmental and government transfers to include grants, subsidies, and other contributions or reimbursements that the respondent entity used to purchase or create PTC assets or to offset PTC costs. These amounts represent non-railroad monies that the respondent entity used or designated for PTC and would provide for full disclosure of PTC costs on an annual basis. This disclosure shall identify the nature and location of the project by FRA identification, if applicable. If FRA identification is not applicable, the disclosure shall identify the location at the state or regional level.

Line No.	Entity Receiving Funds	Entity Dispensing Funds	Name of Program Providing Funding	Location(s) of the Project Funded	Amount of Funding Received	Line No.
1	Meteorcomm LLC	FRA	FRA/US Dept of Transportation	Renton, WA	\$1,900	1
2						2
3						3
4						4
5						5
6						6
7						7
8						8
9						9
10						10
11						11
12						12
13						13
14						14
15						15
16						16
17						17
18						18
19						19
20						20
21						21
22						22
23						23
24						24

VERIFICATION

The foregoing report shall be verified by the oath of the officer having control of the accounting of the respondent. This report shall also be verified by the oath of the president or other chief officer of the respondent, unless the respondent states that such officer has no control over the respondent's accounting and reporting.

OATH

(To be made by the officer having control over the accounting of the respondent)

State of Nebraska

County of Douglas

Jeffrey P. Totusek
(Insert here name of the affiant)

makes oath and says that he (she) is

Chief Accounting Officer and Controller
(Insert here the official title of the affiant)

Of

Union Pacific Railroad Company
(Insert here the exact legal title or name of the respondent)

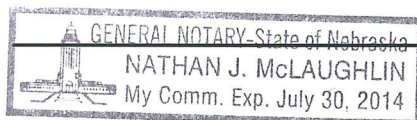
that it is his or her duty to have supervision over the books of accounts of the respondent and to control the manner in which such books are kept; that he or she knows that such books have been kept in good faith during the period covered by this report; that he or she knows that the entries contained in this report relate to accounting matters that have been prepared in accordance with the provisions of the Uniform System of Accounts for Railroad Companies and other accounting and reporting directives of the Surface Transportation Board; that he or she believes that all other statements of fact contained in this report are true, and that this report is a correct and complete statement, accurately taken from the books and records, of the business and affairs of the above-named respondent during the period of time from and including

January 1, 2013 to and including December 31, 2013.

Jeffrey P. Totusek
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 31 day of March, 2014.

My commission expires



Nathan J. McLaughlin
(Signature of officer authorized to administer oaths)

SUPPLEMENTAL OATH

(By the president or other chief officer of the respondent)

State of Nebraska

County of Douglas

John J. Koraleski
(Insert here name of the affiant)

makes oath and says that he (she) is

Chief Executive Officer
(Insert here the official title of the affiant)

Of

Union Pacific Railroad Company
(Insert here the exact legal title or name of the respondent)

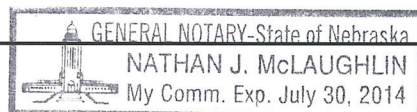
that he or she has carefully examined the foregoing report; that he or she believes that all statements of fact contained in the said report are true, and that the said report is a correct and complete statement of the business and affairs of the above-named respondent and the operations of its property during the period of time from and including

January 1, 2013 to and including December 31, 2013.

John J. Koraleski
(Signature of affiant)

Subscribed and sworn to before me, a Notary Public in and for the State and county above named, this 31 day of March, 2014.

My commission expires



Nathan J. McLaughlin
(Signature of officer authorized to administer oaths)

**MEMORANDA
(FOR USE OF BOARD ONLY)
CORRESPONDENCE**

Office Addressed		Date of Letter, Fax or Telegram of			Subject						Answer Needed	Answer			
												Date of Letter, Fax, or Telegram			File number of Letter, Fax or Telegram
Name	Title	Month	Day	Year	Page							Month	Day	Year	

CORRECTIONS

Date Correction			Page						Date of Letter, Fax or Telegram of			Authority				Clerk Making Correction Name
												Officer sending letter, fax or telegram		Board File Number		
Month	Day	Year											Name	Title		

EXPLANATORY REMARKS

INDEX

	Page No.		Page No.
Accumulated depreciation		Mileage-Average of road operated	85
Road and equipment leased		Of new tracks in which rails were laid	88
From others	38	Of new tracks in which ties were laid	87
Improvements to	38	Miscellaneous items in retained income accounts for the year	65
To others	41	Motorcar car miles	94
Owned and used	35	Motor rail cars owned or leased	79
Accruals-railway tax	63	Net income	17
Analysis of taxes	63	Oath	121
Application of funds-Source	21	Operating expenses (see Expenses)	
Balance sheet	5-9	Revenues (see Revenues)	
Capital stock	20	Statistics (see Statistics)	
Car, locomotive, and floating equipment-Classification	78-83	Ordinary income	16
Changes in financial position	21-22	Private line cars loaded	95
Company service equipment	79	Private line cars empty	95
Compensating balances and short-term borrowing arrangements	67	PTC Supplement	98-120
Consumption of fuel by motive-power units	91	Rails	
Contingent assets and liabilities	8	Laid in replacement	88
Crossties (see Ties)		Charges to operating expenses	45
Debt holdings	69	Additional tracks, new lines, and extensions	89
Depreciation base and rates		Miles of new track in which rails were laid	88
Road and equipment leased		Weight of	89
From others	34	Railway - Operating expenses	45-53
Improvements to	32-33	Railway - Operating revenues	16
To others	40	Results of Operations	16-17
Owned and used	34	Retained income unappropriated	19
Electric locomotive equipment at close of year	68	Miscellaneous items in accounts for year	65
Equipment -- classified	78-83	Revenues	
Company service	79	Freight	16
Floating	82-83	Passenger	16
Freight-train cars	80-81	Road and equipment - Investment in	32-33
Highway revenue equipment	82-83	Improvements to leased property	32-33
Passenger-train cars	78-79	Reserve	38
Inventory	78-83	Leased to others - Depreciation base and rates	40
Owned-Not in service of respondent	78	Reserve	41
Equipment-Leased, depreciation base and rate		Owned - Depreciation base and rates	34
From others	34	Reserve	35
Improvements to	37	Used - Depreciation base and rates	34
Reserve	38	Reserve	35
To others	40	Road - Mileage operated at close of year	74
Reserve	41	By States and Territories	75
Equipment -- Owned, depreciation base rates	34	Securities (see Investments)	
Reserve	35	Short-term borrowing arrangements-Compensating	
Expenses-railway operating	45-53	balances and	67
Extraordinary items	17	Sinking funds	7
Federal income taxes	63	Source and application of working capital	21-22
Financial position - Changes in	21-22	Specialized service subschedule	60
Floating equipment	82-83	Statement of changes in financial position	21-22
Freight cars loaded	94	Stock outstanding	20
Freight-train cars	80-81	Changes during year	20
Freight car-miles	94	Number of security holders	3
Fuel consumed diesel	91	Total voting power	3-4
Cost	91	Value per share	3
Funded debt (see Debt holdings)		Voting rights	3
Guaranties and suretyships	66	Supporting schedule - Road	56-57
Identity of respondent	2	Suretyships - Guaranties and	66
Items in selected income and retained earnings accounts	65	Ties laid in replacement	86
Investments in common stocks of affiliated companies	30	Ties - Additional tracks, new lines and extensions	87
Investments and advances of affiliated companies	26-29	Tracks operated at close of year	74
Railway property used in transportation service	42-43	Miles of, at close of year	75
Road and equipment	32-33	Track and traffic conditions	85
Changes during year	32-33	Train hours, yard switching	97
Leased property-improvements made during the year	32-33	Train miles	94
Leases	61	Tons of freight	97
Locomotive equipment	78	Ton-miles of freight	97
Electric and other	78	TOFC/COFC number of revenue trailers and containers	
Consumption of diesel fuel	91	loaded and unloaded	97
Locomotive unit miles	94	Voting powers and elections	3
		Weight of rail	90